
IMPORTANT

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Peace Mark (Holdings) Limited

(incorporated in Bermuda with limited liability)

(Stock code: 304)

Executive Directors:

Mr. Chau Cham Wong, Patrick (*Chairman*)
Mr. Leung Yung (*Managing Director*)
Mr. Tsang Kwong Chiu, Kevin
Mr. Man Kwok Keung
Mr. Cheng Kwan Ling

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Independent non-executive Directors:

Ms. Susan So
Mr. Kwok Ping Ki, Albert
Mr. Tang Yat Kan
Mr. Wong Yee Sui, Andrew
Mr. Mak Siu Wing, Clifford

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

Unit 3, 12th Floor
Cheung Fung Industrial Building
23-39 Pak Tin Par Street
Tusen Wan
Hong Kong

24th June, 2005

*To the Warrantheolders and, for information only,
to the Shareholders and the holders of the share options of the Company*

Dear Sir or Madam,

EXPIRY OF SUBSCRIPTION RIGHTS ATTACHING TO THE WARRANTS

The board of directors (“Board”) of Peace Mark (Holdings) Limited (the “Company”) wishes to remind the holders of the existing outstanding warrants of the Company with warrant code 2346 (“Warrants”) that in accordance with the terms and conditions of the instrument constituting the Warrants, **the subscription rights attaching to the Warrants will expire after 4:00 p.m. on Thursday, 4th August, 2005. Thereafter, any subscription rights attaching to the Warrants which have not been exercised by 4:00 p.m. on the last business day of 4th August, 2005 will lapse and the Warrant certificates will cease to be valid for any purpose.** The Warrants entitle the holders to subscribe in cash for new shares of HK\$0.10 each (“Shares”) in the share capital of the Company at the current subscription price of HK\$0.65 per Share until Thursday, 4th August, 2005.

In respect of the expiry of the Warrants, the Company has made the following arrangements regarding dealings and transfers of the Warrants:–

1. **the last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) is Monday, 1st August, 2005 and trading of the Warrants on the Stock Exchange will cease after 4:00 p.m. on Monday, 1st August, 2005 and listing of the Warrants will be withdrawn from the Stock Exchange with effect from 4:00 p.m. on Thursday, 4th August, 2005.** Application has been made to the Stock Exchange for the withdrawal of listing of the Warrants on the Stock Exchange with effect from 4:00 p.m. on Thursday, 4th August, 2005.
2. the registered holders of the Warrants who wish to exercise the subscription rights attaching to the Warrants must lodge with the share and warrant registrars of the Company, Secretaries Limited (the “Registrars”) at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, the followings by **not later than 4:00 p.m. on Thursday, 4th August, 2005:–**
 - (i) the relevant certificates of the Warrants;
 - (ii) the duly completed and signed subscription forms; and
 - (iii) remittances for the relevant subscription moneys.
3. holders of the Warrants who have not registered their holdings in such Warrants in their names and wish to exercise the subscription rights attached thereto must lodge with the Registrars at the abovementioned address the followings by **not later than 4:00 p.m. on Thursday, 4th August, 2005:–**
 - (i) the relevant duly executed and stamped instruments of transfer and/or other documents of title;
 - (ii) the relevant certificates of the Warrants;
 - (iii) the duly completed and signed subscription forms; and
 - (iv) remittance for the relevant subscription moneys.

Subscription forms lodged with the Registrars later than 4:00 p.m. on Thursday, 4th August, 2005 will not be accepted. Certificates of Shares for the due exercise of the subscription rights attached to the Warrants will be issued within 28 days from the date of exercise.

The closing price of Shares on the Stock Exchange on 23rd June, 2005 (being the latest practicable date prior to printing of this circular) is HK\$2.125 while the closing price of the Warrants on the Stock Exchange is HK\$1.44. Shares to be issued pursuant to the exercise of the subscription rights attaching to the Warrants will, when issued, rank pari passu in all respects with the then existing issued Shares.

Holders of the Warrants, who are in doubt as to their position or to the actions to be taken should consult their stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

By Order of the Board
Peace Mark (Holdings) Limited
Chau Cham Wong, Patrick
Chairman