



# Peace Mark (Holdings) Limited

*(Incorporated in Bermuda with limited liability)*

Stock Code: 0304

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Peace Mark (Holdings) Limited (“**Peace Mark**” or the “**Company**”) will be held at The President and Chairman room, World Trade Centre Club, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 1 February 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions as Ordinary Resolutions:

**“THAT:**

1. the making of the voluntary pre-conditional general offer by A-A United Limited (the “**Offeror**”), an indirect wholly-owned subsidiary of the Company, under the Singapore Code on Take-overs and Mergers (the “**Singapore Takeovers Code**”), for all the issued shares of Sincere Watch Limited (“**Sincere Watch**”) other than those shares of Sincere Watch (if any) already owned, controlled or agreed to be acquired by the Offeror or any party acting or presumed to be acting in concert with it (within the meaning ascribed to that term under the Singapore Takeovers Code), subject to the satisfaction of the pre-conditions as set out in paragraph 3.2 of the Letter from the Company in the Circular issued by the Company to its shareholders dated 16 January 2008 and on the terms outlined in the Circular (the “**Offer**”) be and is hereby authorised and approved;
2. the participation by the Company in the Offer be and is hereby approved;
3. any Director be and is hereby authorised to take any action on behalf of the Company he considers necessary, desirable or expedient in connection with the Offer, including without limitation (i) directing the Offeror in connection with the Offer, (ii) taking any action in connection with the listing of new ordinary shares of HK\$0.10 each in the Company on the Stock Exchange of Hong Kong Ltd., and (iii) taking any action in connection with the matters contemplated by these resolutions, including executing and delivering such agreements, documents and instruments (including witnessing the affixing of the Company’s seal thereto) in such forms and containing such terms as such person executing the same may think fit; and

4. any and all past actions by the Directors of the Company which they may deem or have deemed in their sole discretion to be useful, necessary or conducive with respect to any of the matters contemplated by these resolutions be and are hereby authorised, approved and, to the extent necessary, ratified and confirmed.”

By order of the Board  
**Peace Mark (Holdings) Limited**  
**Ms. Fong Ho Yan**  
*Company Secretary*

Dated: 16 January 2008

*Notes:*

1. Any shareholder entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of Peace Mark.
2. A form of proxy for the special general meeting is enclosed with the circular issued by the Company to its shareholders dated 16 January 2008 (the “**Circular**”). 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 notarially certified copy of the power of attorney or other authority must be deposited at Tricor Secretaries 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 special general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the special general meeting or any adjourned meeting should they so wish.
3. Any shareholder entitled to attend and vote at the special general meeting convened by the above notice who has a material interest in the proposed Offer and his associates must abstain from voting on the resolutions set out in the above notice to approve the proposed Offer.

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

*In case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail. Shareholders are recommended to read the Circular.*