



IA INTERNATIONAL HOLDINGS LIMITED

毅興科技國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 8047)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of IA International Holdings Limited (the “**Company**”) will be held at 14/F., Printing House, 6 Duddell Street, Central, Hong Kong on Monday, 13 March 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional sale and purchase agreement (the “**Agreement**”) dated 11 January 2006 and entered into among Great Plan Group Limited, a wholly owned subsidiary of the Company, as purchaser, Union Bridge Power Systems Limited (the “**Vendor**”) as vendor and Ms. Cheng Pui Ping and Mr. Lo Ka Tong as guarantors in relation to the sale and purchase of 37,500 shares of US\$0.10 each in the share capital of Union Bridge Group Limited (the “**Target**”), representing the entire issued share capital of the Target at a total consideration of HK\$32 million (subject to adjustment) (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary or expedient for the implementation of and giving effect to the Agreement and the transactions contemplated thereunder;
- (c) the allotment and issue of an aggregate of 75,000,000 ordinary shares (the “**Consideration Shares**” and each a “**Consideration Share**”) of HK\$0.05 each in the share capital of the Company credited as fully paid at an issue price of HK\$0.12 per Consideration Share to the Vendor pursuant to the Agreement be and is hereby approved;
- (d) any one or more Directors be and is/are hereby authorised to allot and issue the Consideration Shares in accordance with the terms of the Agreement and to take all steps necessary or expedient in his/their opinion to implement and/or give effect to the allotment and issue of the Consideration Shares;

* *For identification purpose only*

- (e) the issue of the convertible notes (the “**Convertible Notes**”) in the principal amount of HK\$9.3 million by the Company in accordance with the terms and conditions of the Agreement and the transactions contemplated thereunder be and are hereby approved; and
- (f) any one or more Directors be and is/are hereby authorised to take all steps necessary or expedient in his/their opinion to implement and/or give effect to the issue of Convertible Notes including but not limited to the allotment and issue of ordinary shares of HK\$0.05 each in the share capital of the Company of which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Notes.”

On behalf of the Board
IA International Holdings Limited
Wan Kin Chung
Director

Hong Kong, 24 February 2006

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

*Head office and principal place
of business in Hong Kong:*
Unit A, 15th Floor
Long To Building
654 & 656 Castle Peak Road
Lai Chi Kok
Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. In order to be valid, the form of proxy attached to the circular 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 that power or authority, at the offices of the branch share registrar of the Company in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or at any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the above Meeting or any adjournment thereof should he so wish.

3. Where there are joint holders of any share of the Company, any one of such holders may vote at the Meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the Meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

As at the date of this announcement, the Board of the Company comprises two executive Directors, namely Mr. Wan Kin Chung and Mr. Zhang Fulin and four independent non-executive Directors, namely Mr. Wong Hou Yan, Norman, Mr. Kwok Chi Sun, Vincent, Mr. Yeung Kam Yan and Mr. Chan Wing Chiu.

This announcement will remain on the “Latest Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from its date of publication.