
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Wing Hing International (Holdings) Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WING HING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 621)



**GENERAL MANDATES TO REPURCHASE SHARES
AND
TO ISSUE NEW SHARES
AND
RE-ELECTION OF DIRECTORS**

A notice convening an annual general meeting of Wing Hing International (Holdings) Limited to be held at 14/F, Yau Lee Centre, 45 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on 29 August 2006, Tuesday at 11:00 a.m. is set out on pages 12 to 14 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar in Hong Kong, Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not prevent members from attending and voting at the meeting if they so wish.

31 July 2006

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 14/F, Yau Lee Centre, 45 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on 29 August 2006, Tuesday at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 12 to 14 of this circular
“associate(s)”	has the same meaning as defined in the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Wing Hing International (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“connected person”	has the same meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate Resolutions”	the ordinary resolutions to be proposed at the Annual General Meeting for approving the granting of the Repurchase Mandate and the Issuance Mandate to the Directors
“Group”	the Company and its Subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to allot, issue or deal with Shares of an aggregate nominal amount of up to twenty per cent of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution
“Latest Practicable Date”	27 July 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Member(s)” or “Shareholder(s)”	the holder(s) of Share(s)

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to ten per cent of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution
“Share(s)”	the share(s) of HK\$1.00 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary for the time being of the Company (within the meaning of Section 2 of the Companies Ordinance), whether incorporated in Hong Kong or elsewhere
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars

LETTER FROM THE BOARD

WING HING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 621)



Executive Directors:

Mr. Ng Tat Leung, George (*Chairman and
Managing Director*)

Mr. Wong Teck Ming (*Deputy Chairman*)

Mr. Chen Jinkui

Mr. Sun Haichao

Mr. Lui Siu Yee, Samuel

Mr. Chan Wai Keung, Ivan

Mr. Lo Chung Sun, Simon

Non-Executive Director:

Mr. Wang Xianzhang (*Honorary Chairman*)

Independent Non-Executive Directors:

Mr. Wong Lit Chor, Alexis

Dr. Leung Wai Cheung

Mr. Lo Ka Wai

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal Place of Business:

14/F, Yau Lee Centre
45 Hoi Yuen Road
Kwun Tong
Kowloon
Hong Kong

31 July 2006

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND
TO ISSUE NEW SHARES
AND
RE-ELECTION OF DIRECTORS**

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the Annual General Meeting relating to (i) general mandates to repurchase the Company's own fully-paid Shares and to issue new Shares; and (ii) re-election of directors.

LETTER FROM THE BOARD

2. REPURCHASE AND ISSUANCE MANDATES

Ordinary resolutions will be proposed at the Annual General Meeting to approve the grant of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to ten per cent of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution;
- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to twenty per cent of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution; and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolutions numbered 4 and 5 as set out in the notice of Annual General Meeting.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Members an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 98 of the Company's Bye-laws, Mr. Ng Tat Leung, George, Mr. Chan Wai Keung, Ivan and Mr. Wang Xianzhang shall retire from office at the Annual General Meeting and being eligible, offer themselves for re-election at the Annual General Meeting.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix III to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of Annual General Meeting is set out on pages 12 to 14 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's Branch Share Registrar in Hong Kong, Tengis 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 Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the (i) granting of the Repurchase Mandate and granting/extension of the Issuance Mandate; and (ii) re-election of directors are in the interests of the Company and the Group and the Members as a whole. Accordingly, the Directors recommend Members to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

6. GENERAL INFORMATION

Your attention is drawn to the additional information as set out in Appendix I to Appendix III to this circular in relation to the explanatory statement on the Repurchase Mandate (Appendix I), procedures by which Members may demand a poll at general meeting pursuant to the Bye-laws (Appendix II) and details of directors proposed to be re-elected at the Annual General Meeting (Appendix III).

Yours faithfully,
By Order of the Board
Ng Tat Leung, George
Chairman and Managing Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 54,300,000 Shares.

Subject to the passing of ordinary resolution no. 4 as set out in the notice of Annual General Meeting and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 5,430,000 Shares (represents 10% of the issued Shares of the Company as at the date of passing the resolution to approve the Repurchase Mandate) during the period in which the Repurchase Mandate remains in force.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the proposed granting of the Repurchase Mandate is in the interests of the Company and the Members as a whole.

Repurchases may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net assets and/or earnings per Share. The Directors are seeking granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws, Companies Act 1981 of Bermuda (as amended) and other applicable laws.

The Company is empowered by its memorandum of association and Bye-laws to repurchase its Shares. Companies Act 1981 of Bermuda (as amended) provide that the amount of capital paid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company before the Shares are repurchased.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 March 2006) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. GENERAL

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules and Companies Act 1981 of Bermuda (as amended).

No connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the following Shareholders are interested in more than 5 per cent of the Shares in issue:

Name	Number of Shares	Percentage Holding
Ng Tat Leung, George	10,802,700	19.89%
Total Success Worldwide Limited	10,772,700	19.84%
Grand Legend Limited	9,689,000	17.84%
Glado Development Limited	6,750,000	12.43%
Complete Success Limited	2,811,000	5.18%

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name	Percentage Holding
Ng Tat Leung, George	22.10%
Total Success Worldwide Limited	22.04%
Grand Legend Limited	19.83%
Glado Development Limited	13.81%
Complete Success Limited	5.75%

The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchase made under the Repurchase Mandate. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25% as prescribed in the Listing Rules.

6. MARKET PRICES OF SHARES

	Share Prices	
	Highest HK\$	Lowest HK\$
2005		
August	1.6730	1.5070
September	1.5930	1.4800
October	1.6130	1.3400
November	1.6000	1.4870
December	1.6000	1.3670
2006		
January	1.5330	1.3670
February	1.4670	1.4130
March	1.5000	1.2330
April	1.3530	1.2000
May	1.3600	0.9900
June	1.1300	1.0000
July (up to Latest Practicable Date)	1,0900	0.9900

7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the last six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

APPENDIX II PROCEDURES BY WHICH MEMBERS MAY DEMAND A POLL AT GENERAL MEETING PURSUANT TO THE BYE-LAWS

The following paragraphs set out the procedures by which Members may demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Bye-laws.

According to Bye-law 79 of the Company's Bye-laws, at any general meeting a resolution put to the vote at the meeting shall be determined by a show of hands of the Members present in person or, in the case of a Member being a corporation, by its authorised representative entitled to vote or by proxy unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (1) by the Chairman of the meeting; or
- (2) by at least three (3) Members present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (3) by any Member or Members present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or
- (4) by any Member or Members present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

1. Mr. Ng Tat Leung, George, aged 47, an Executive Director

Mr. Ng is the Chairman and Managing Director of the Company and has the responsibility for the marketing and business development of the Group, including overseeing the progress of all of the Group's projects and liaison with its suppliers, sub-contractors and clients. Mr. Ng holds a bachelor of science degree in civil engineering from the University of Hong Kong and a master of business administration degree from the Chinese University of Hong Kong. He has more than 24 years of experience in the construction industry. Mr. Ng joined the Group in 1984.

Mr. Ng has entered into a service contract with the Company for an initial terms of two years commencing from 1 September 1995. On its initial expiry, the services contract will continue until terminated by not less than three months written notice served by either party. Mr. Ng is subject to the rotational retirement and re-election requirements at the Annual General Meeting pursuant to the Bye-laws of the Company.

Save as disclosed above, Mr. Ng does not hold any other position with the Company or other member of the Group. He does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company and does not hold any directorships in other listed public companies for the last three years.

Mr. Ng has personal interests of 30,000 Shares and corporate interests of a total of 10,772,700 Shares held by Total Success Worldwide Limited in the issued share capital of the Company. Such interests are subject to notification to the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance.

Mr. Ng received remuneration of HK\$1,581,687 during the year under review. The emolument is determined by reference to the Company's performance and profitability, remuneration benchmark in the industry, prevailing market conditions as well as the level of Mr. Ng's involvement as an Executive Director of the Company.

Other than disclosed herein, there is no information relating to Mr. Ng that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

2. Mr. Chan Wai Keung, Ivan, aged 35, an Executive Director

Mr. Chan is responsible for the development of office automation, information systems and mathematical operations research in the Group. He holds a bachelor of mathematics degree in computer science and combinatorics and optimization from the University of Waterloo, Canada. He has been an Executive Director of the Company since 1996.

Mr. Chan has not entered into a service contract with the Company and is subject to the rotational retirement and re-election requirements at the Annual General Meeting pursuant to the Bye-laws of the Company.

Mr. Chan does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Chan does not hold any other position with the Company or other member of the Group and does not hold any directorships in other listed public companies for the last three years.

Mr. Chan does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Chan has received remuneration of HK\$895,200 during the year under review. The emolument is determined by reference to the Company's performance and profitability, remuneration benchmark in the industry, prevailing market conditions as well as the level of Mr. Chan's involvement as an Executive Director of the Company.

Other than disclosed herein, there is no information relating to Mr. Chan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

3. Mr. Wang Xianzhang, aged 65, a Non-Executive Director

Mr. Wang is the honorary Chairman of the Company. He is the vice-chairman and vice president of the People's Insurance Company of China, and vice-chairman and president of China Insurance H.K. (Holdings) Company Limited. Mr. Wang graduated with a bachelor's degree in economics from the Finance and Economics University of Northeast China and has over 40 years of experience in finance, administration and management with the People's Insurance Company of China. Mr. Wang joined the Group in 1996.

Mr. Wang has not entered into a service contract with the Company and is subject to the rotational retirement and re-election requirements at the Annual General Meeting pursuant to the Bye-laws of the Company. Mr. Wang did not receive any emolument from the Company during the year under review.

Save as disclosed above, Mr. Wang does not hold any other position with the Company or other member of the Group. He does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company and does not hold any directorships in other listed public companies for the last three years.

Mr. Wang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Other than disclosed herein, there is no information relating to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING

WING HING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 621)



NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Members of Wing Hing International (Holdings) Limited (the “Company”) will be held at 14/F, Yau Lee Centre, 45 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on 29 August 2006, Tuesday at 11:00 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2006;
2. To re-elect retiring Directors, fix the maximum number of Directors, authorise the Board of Directors to appoint additional Directors up to the maximum number determined and authorise the Board of Directors to fix the Directors’ remuneration;
3. To re-appoint Auditors and authorise the Board of Directors to fix the Auditors’ remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the issued share capital of the Company on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”;

NOTICE OF ANNUAL GENERAL MEETING

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, the total nominal amount of additional shares to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the issued share capital of the Company on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”;

NOTICE OF ANNUAL GENERAL MEETING

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors of the Company pursuant to resolution no. 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares since the granting of such general mandate referred to in the above resolution no. 5, provided that such amount shall not exceed 10% of the total nominal amount of the issued share capital of the Company on the date of passing of this resolution.”

By order of the Board
Ng Tat Leung, George
Chairman and Managing Director

Hong Kong, 31 July 2006

Notes:

- (a) The Register of Members of the Company will be closed from 22 August 2006, Tuesday to 29 August 2006, Tuesday (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 21 August 2006, Monday.
- (b) A shareholder of the Company, who is the holder of two or more shares of the Company, entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and vote on his behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) The instrument appointing a proxy and 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 lodged with the Company's Branch Share Registrar in Hong Kong, Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.