



# WEALTHMARK INTERNATIONAL (HOLDINGS) LIMITED 和寶國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 039)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of the Members of Wealthmark International (Holdings) Limited (the “**Company**”) will be held at 2116 Hutchison House, 10 Harcourt Road, Hong Kong on 15 December 2005 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution (with or without amendment) as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

**“THAT:**

- (a) (i) the Sale and Purchase Agreement (as defined in the circular dated 29 November 2005 despatched to the shareholders of the Company), a copy of which has been produced to the extraordinary general meeting (“**EGM**”), marked “A” and initialled by the chairman of the EGM for the purpose of identification, be and is hereby generally and unconditionally approved, confirmed and ratified;
  - (ii) all transactions contemplated under the Sale and Purchase Agreement be and are hereby approved; and
  - (iii) the directors of the Company (the “**Directors**”) be and are hereby authorized to sign any document and/or to take all steps on behalf of the Company which they may consider necessary or expedient to implement and/or give effect to the terms of the Sale and Purchase Agreement; and
- (b) any one Director, or any two Directors if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him, her or them to be incidental to, ancillary to or in connection with the matters contemplated under the Sale and Purchase Agreement and to waive compliance from and agree to any amendment to any of the terms of the Sale and Purchase Agreement which in the opinion of such Director(s) is not of a material nature and is in the interests of the Company.”

By Order of the Board of  
**WEALTHMARK INTERNATIONAL (HOLDINGS) LIMITED**  
**CHAN SO FONG**  
*Secretary*

Hong Kong, 29 November 2005

*Registered Office:*  
P.O.Box 309GT  
Ugland House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands

*Head Office and Principal Place of Business:*  
2116 Hutchison House  
10 Harcourt Road  
Hong Kong

*Notes:*

- 1. Any member of the Company entitled to attend and vote at the EGM (or at any adjournment thereof) is entitled to appoint one or, if he holds two or more Shares, more persons as his proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- 2. A form of proxy for the meeting is enclosed. To be valid, a 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 that power of attorney or authority must be deposited with the Company’s Branch Share Registrar in Hong Kong, Tengis Limited at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof and in default thereof the form of proxy and such power of attorney or other authority shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- 3. In the case of joint registered holders of any Share, any one of such persons may vote at the EGM either personally or by proxy in respect of such Share but if more than one of such joint holders is present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 4. As at the date of this notice, the executive directors of the Company are Mr. Peter Lo, Mr. David Lee Sun, Mr. Peter Jeva Au, the non-executive directors of the Company are Mr. Chau Wai-Kau, Mr. Derek Emory Ting-Lap Yeung, Mr. Thomas Greer and Mr. Li Wentao and the independent non-executive directors of the Company are Dr. Leung Kwan Kwok, Mr. Sam Zuchowski and Mr. Loke Yu.