



# IMAGI INTERNATIONAL HOLDINGS LIMITED

意馬國際控股有限公司\*

(incorporated in Bermuda with limited liability)

(Stock code: 585)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Imagi International Holdings Limited (the “**Company**”) will be held at Units 1909-12, 19th Floor, Eight Commercial Tower, 8 Sun Yip Street, Chai Wan, Hong Kong on Tuesday, 20 December 2005 at 10:30 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

### ORDINARY RESOLUTION

**“THAT:**

- (a) the conditional subscription agreement (the “**Subscription Agreement**”) dated 8 November 2005 entered into between the Company and Mr. Kao Cheung Chong, Michael (the “**Subscriber**”) in relation to the subscription and issue of the convertible note (the “**Convertible Note**”) in the principal amount of HK\$20,000,000 by the Subscriber (a copy of which has been produced to the meeting, marked “**A**” and signed by the chairman of the meeting for the purposes of identification) be and is hereby approved, ratified and confirmed and the issue of the Convertible Note and the issue and allotment of the Conversion Shares (as defined in the Convertible Note) be and the same are hereby approved; and
- (b) any one director of the Company, other than the Subscriber, (each a “**Director**”) be and he is hereby generally and unconditionally authorised in the best interests of the Company to do all such acts, including without limitation, the issue and allotment of such number of Conversion Shares upon the exercise of the conversion rights attached to the Convertible Note, and to execute all such documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second Director, a duly authorised representative of the Directors or the secretary of the Company as he/they shall consider necessary, appropriate, desirable or expedient pursuant to the terms of the Subscription Agreement and relating to the implementation and completion of the transactions contemplated thereunder.”

By order of the Board  
**IMAGI INTERNATIONAL HOLDINGS LIMITED**  
**Yip Kar Hang, Raymond**  
*Executive Director and Company Secretary*

Hong Kong, 1 December 2005

*Registered office:*

Rosebank Centre  
 11 Bermudiana Road  
 Pembroke  
 Bermuda

*Head Office and Principal Place of Business in Hong Kong:*

Units 1909-12, 19th Floor  
 Eight Commercial Tower  
 8 Sun Yip Street  
 Chai Wan, Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies, if holding two or more shares, to attend and to vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company’s branch share registrar in Hong Kong, Secretaries Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. As at the date hereof, the Board comprises:

*Executive Directors:*

Mr. Kao Cheung Chong, Michael  
 (Chairman)  
 Mr. Tse Chi Man, Terry

Mr. Kao Wai Ho, Francis  
 (Deputy Chairman & CEO)  
 Mr. Yip Kar Hang, Raymond

*Non-executive Director:*

Mr. Lam Pak Kin, Philip

*Independent Non-executive Directors:*

Mr. Lai Chi Kin, Lawrence  
 Mr. Oh Kok Chi

Mr. Ng See Yuen

\* for identification only