



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 at 10:00 a.m. on **Thursday, 21 September 2006**, for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in, the Subdivided Shares (as hereinafter defined) to be resulted from the Share Subdivision (as hereinafter defined), each of the issued and unissued shares of HK\$0.50 each in the share capital of the Company be and is hereby subdivided into five shares of HK\$0.10 each (the **“Subdivided Shares”**) in the share capital of the Company with effect from 5:00 p.m. on the date of passing of this resolution (the **“Share Subdivision”**) and the directors of the Company be and are hereby authorised to issue new share certificates in respect of the Subdivided Shares to holders of existing shares of the Company pursuant to the Share Subdivision and to do all such things and execute all such documents in connection with or incidental to the Share Subdivision.”
2. **“THAT** subject to the Share Subdivision having become effective, any reference to “Share”, “Shares” or “shares of HK\$0.50 each in the capital of the Company” as contained in:
 - (i) resolution numbered I passed at the annual general meeting of the Company held on 24 August 2006 (the **“AGM”**);
 - (ii) resolution numbered II passed at the AGM;
 - (iii) resolution numbered III passed at the AGM; and
 - (iv) resolution numbered IV passed at the AGMshall mean the Subdivided Share(s)”

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

Hong Kong, 4 September 2006

Registered office:

Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

Head office and Principal place of business in Hong Kong:

23rd 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 (if holding two or more shares of the Company) more proxies 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 26th Floor, Tesbury Centre, 28 Queen's Road East, 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. Kao Wai Ho, Francis
(Deputy Chairman and
Chief Executive Officer)
Mr. Yip Kar Hang, Raymond

Non-executive Director:

Mr. Tse Chi Man, Terry
Mr. Lam Pak Kin, Philip

Independent Non-executive Directors:

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

Mr. Ng See Yuen