



## SKY HAWK COMPUTER GROUP HOLDINGS LIMITED

### 天鷹電腦集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1129)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Sky Hawk Computer Group Holdings Limited will be held at Kellat I, 3rd Floor, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong at 10:30 a.m. on 26 January 2006 to consider and, if thought fit, pass the following resolution as ordinary resolution:

**“THAT:**

- (a) the placing agreement (“**Placing Agreement**”) dated 20 December 2005 and made between Sky Hawk Computer Group Holdings Limited (“**Company**”) and Goldbond Securities Limited in relation to, among other things, the placing (“**Placing**”) of up to 250,000,000 new shares of the Company (“**Placing Shares**”) at HK\$0.11 each, a copy of which has been produced to the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification, be and the same is hereby approved, confirmed and ratified;
- (b) the directors of the Company be and they are hereby specifically authorised to allot and issue the Placing Shares to the placees (including, but not limited to Mr. Wu Chi Lok, Mr. Yeung Tsz Keung Jackey (both are executive directors of the Company) and other independent placees) in accordance with the terms of the Placing Agreement; and
- (c) all the transactions in relation to the Placing contemplated under the Placing Agreement be and the same are hereby generally and unconditionally approved and that the directors of the Company be and are hereby authorised to implement the same (with any amendments to the terms of such agreement as may be approved by the directors of the Company).”

For and on behalf of the Board  
**Sky Hawk Computer Group Holdings Limited**  
**Wang Chia Chin**  
Chairman

Hong Kong, 10 January 2006

*Registered office:*  
Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

*Head office and principal place  
of business in Hong Kong:*  
Room 1501  
Top Glory Tower  
262 Gloucester Road  
Causeway Bay  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. To be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer offices in Hong Kong, Union Registrars Ltd. at 311-312 Two Exchange Square, Central, Hong Kong not less than 48 hours before the time for scheduled for holding the meeting or adjourned meeting thereof.

*As at the date of this notice, the board of directors of the Company comprises five executive directors, namely, Mr. Wang Chia Chin, Mr. Chen Ho Fa, Mr. Wu Chi Lok, Mr. Wong Chong Fai, William, and Mr. Yeung Tsz Keung, Jackey; and three independent non-executive directors, namely, Mr. Chan But Leung, Mr. Shum Po Cheung, and Mr. Lui Nam Kit.*