



天鷹電腦集團

# 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sky Hawk Computer Group Holdings Limited (the "Company") will be held at Salon 3, Level 8, Harbour Plaza Metropolis, 7 Metropolis Drive, Hung Hom, Kowloon, Hong Kong on Thursday, 1 June 2006 at 9:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2005.
2. To re-elect directors and to authorize the board of directors to fix their remuneration.
3. To re-appoint auditors and to authorize the board of directors to fix their remuneration.

As special business, to consider, and if thought fit, pass the following ordinary and special resolutions:

### ORDINARY RESOLUTIONS

4. **"THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company)."

5. **"THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- (c) for the purposes 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. **"THAT** conditional upon resolutions nos. 4 and 5 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4 above."

7. **"THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of HK\$0.10 each in the share capital of the Company (representing a maximum of 10% of the shares in issue as at the date of the passing of this resolution) to be issued pursuant to the exercise of options which may be granted under the Company's share option scheme took effective on 17 January 2002 (the "Scheme"), the refreshment of the scheme limit on grant of options under the Scheme and any other share option schemes of the Company up to 10% of the shares in issue as at the date of the passing of this resolution (the "Refreshed General Scheme Limit") be and is hereby approved and any director of the Company be and is hereby authorized to do such act and execute such document to effect the Refreshed General Scheme Limit."

### SPECIAL RESOLUTION

8. **"THAT** the articles of association of the Company (the "Article(s)") be and are hereby amended in the following manner:

1. **Article 72**

(i) by inserting the following words immediately after the words "on a show of hands unless" in the 2nd line of the existing Article 72:  
"voting by way of a poll is required by the Listing Rules or";

(ii) by deleting the full-stop at the end of the existing Article 72(iv) and substituting therefor a semicolon and the word "or"; and

(iii) by inserting the following new Article 72(v) immediately after the existing Article 72(iv):

"(v) if required by the Listing Rules, by the Chairman of such meeting and/or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights at such meeting."

2. **Article 73**

by deleting the words "Unless a poll be so demanded and not withdrawn," at the first line of the existing Article 73, and substituting therefor the following wordings:

"Unless a poll is so required or demanded and, in the latter case, not withdrawn, (i) the Chairman of the meeting should indicate to the meeting of the Company the level of proxies lodged on each resolution and the balance for and against the resolution, after it has been dealt with on a show of hands; and (ii)"

3. **Article 76**

by inserting the following sentence immediately after the last sentence of the existing Article 76:

"The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules."

4. **Article 105(vii)**

by deleting the word "Special" immediately before the words "Resolution of the Company under Article 114." in Article 105(vii) and substituting the word "Ordinary" therefor.

5. **Article 107**

by inserting the following new Article 107(N) immediately after the existing Article 107(M):

"(N) Where a substantial shareholder (within the meaning of the Listing Rules) or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should not be dealt with by way of circulation of board resolutions pursuant to this Article or by a committee (except an appropriate board committee set up for that purpose pursuant to a resolution passed in a board meeting) but a board meeting should be held with the presence of the independent non-executive Directors who, and whose associates, have no material interest in the transaction."

6. **Article 108(A)**

by deleting the existing Article 108(A) in its entirety and substituting therefor the following new Article 108(A):

"At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office."

7. **Article 112**

by deleting the last sentence of Article 112 in its entirety and substituting therefor the following:

"Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at the next following annual general meeting."

8. **Article 114**

by deleting the word "Special" immediately before the words "Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his period of office" in Article 114 and substituting the word "Ordinary" therefor."

By Order of the Board  
**SKY HAWK COMPUTER GROUP HOLDINGS LIMITED**  
Wang Chia Chin  
Chairman

Hong Kong, 29 April 2006

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited at 311-312 Two Exchange Square, Central, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) Completion and return of the form of proxy will not preclude members from attending and voting in person at the annual general meeting or any adjournment.
- (3) The Register of Members of the Company will be closed from 29 May 2006 to 1 June 2006, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending the forthcoming Annual General Meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited at 311-312 Two Exchange Square, Central, Hong Kong for registration not later than 4:00 p.m. on 26 May 2006.
- (4) As at the date of this notice, the board of directors comprises Mr. Wang Chia Chin, Mr. Chen Ho Fa, Mr. Wu Chi Lok, Mr. Wong Chong Fai, William and Mr. Yeung Tsz Keung, Jackey, all being the executive directors and Mr. Chan But Leung, Mr. Shum Po Cheung and Mr. Lui Nam Kit, all being the independent non-executive directors.