

# **KSH** KEE SHING (HOLDINGS) LIMITED

*(Incorporated in Hong Kong with limited liability)*

(Stock code: 174)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shareholders of the Company will be held at Platino Room, M/F, The Empire Hotel Kowloon, 62 Kimberley Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 25th May, 2006 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st December, 2005;
2. To declare a final dividend;
3. To re-elect retiring directors and authorise the board to fix the remuneration of the directors;
4. To appoint auditors and to authorise the board to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without modification the following resolutions as Ordinary Resolutions:

(1) **“THAT:**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by the directors of the Company during the relevant period 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 powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the relevant period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the relevant period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to a rights issue shall not exceed twenty per cent of the aggregate nominal amount of the issued share capital of the Company, and this approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:  
“relevant period” means the period from the passing of this resolution until whichever is the earlier 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 law to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting; and

“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 laws of or the requirements of any recognised regulatory body or any Stock Exchange).”

- (2) **“THAT:**
- (a) subject to sub-paragraph (b) below, the exercise by the directors of the Company during the relevant period of all the powers of the Company to purchase its own securities, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the relevant period shall not exceed 10 per cent of the shares of the Company in issue at the date of this resolution; and
  - (c) for the purpose of this resolution, “relevant period” means the period from the passing of this Resolution until whichever is the earlier 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 law to be held; and
    - (iii) the date on which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”
- (3) **“THAT,** conditional upon the resolutions 5(1) and 5(2) in the notice convening this meeting being passed, the aggregate nominal amount of the number of shares which are repurchased by the Company after this resolution becoming effective (up to maximum of 10 per cent of the issued share capital of the Company in issue at the date of this resolution) 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 the resolution 5(1) in the said notice referred to above.”

6. As special business, to consider and, if thought fit, pass with or without amendment the following resolution as a Special Resolution:

**“THAT** the Articles of Association of the Company be and are hereby amended in the following manner:

(a) Article 2

By adding the following definition after the definition of “the Chairman”:

“clearing house” shall have the meaning ascribed to it in Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.

(b) By deleting Article 78 in its entirety and substituting therefor the following:

“78. The Chairman of the Directors shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within ten minutes after the time appointed for holding such meeting, or he declines to take the chair at such meeting, the Directors present shall choose one of their number as Chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair, then the members present shall choose one of their number to be Chairman of the meeting.”

(c) Article 80

(i) By adding the words “voting by way of a poll is required by the Listing Rules or” immediately after the words “decided on a show of hands unless” in the second line;

(ii) By deleting the full-stop at the end of sub-article (iv) and substituting therefor the words “; or”;

(iii) By adding the following as new sub-article (v) immediately after the existing sub-article (iv);

“(v) if required by the Listing Rules, by any Director 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.”

- (d) Article 85
- (i) By adding the words “or by proxy” immediately after the words “present in person” in the sixth line and “of the Companies Ordinance” in the eighth line;
  - (ii) By adding the words “, save and except for a clearing house (or its nominee(s)) pursuant to Article 96A,” immediately after the words “(being a corporation)” in the sixth line.
- (e) Article 90
- (i) By deleting the second sentence of Article 90 and substituting therefor the following:  
“On a poll or a show of hands votes may be given either personally or by proxy.”
  - (ii) By adding the following sentence at the end of Article 90:  
“Notwithstanding anything contained in these Articles, where a member of the Company is a clearing house (or its nominee(s)), a proxy or proxies appointed by such member shall be entitled to separate votes on a show of hands.”
- (f) By adding the following Article as Article 96A immediately after the existing Article 96:
- “96A. Where a member is a clearing house (or its nominee(s)), it may authorise such persons as it thinks fit to act as its representatives or proxies at any meeting of the Company or at any meeting of any class of members provided that the authorisation or proxy form shall specify the number and class of shares in respect of which each such representative or proxy is so authorised. Each person so authorised under the provisions of this Article shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person were the registered holder of the shares of the Company held by the clearing house (or its nominees(s)) in respect of the number and class of shares specified in the relevant authorisation or proxy form including the right to vote individually on a show of hands.”
- (g) By deleting Article 99 in its entirety and substituting therefor the following:
- “99. The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. 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 the meeting, but he/she shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation in case he/she retires at an annual general meeting.”
- (h) By deleting Article 116 in its entirety and substituting therefor the following:
- “116. 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 such that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years or such other period as the Listing Rules may from time to time prescribe. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.”
- (i) By adding the following sentence at the end of Article 117:
- “Any person so elected shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting, but he/she shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation in case he/she retires at an annual general meeting.”

- (j) By deleting the last sentence of Article 122 and substituting therefor the following:  
“Any person so elected shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting, but he/she shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation in case he/she retires at an annual general meeting.””

By Order of the Board  
**WONG CHOI YING**  
*Secretary*

Hong Kong, 28th April, 2006

As at the date hereof, the Board consists of the following persons:

*Executive Directors:*

Leung Shu Wing (*Chairman*)  
Leung Miu King  
Wong Chi Kin  
Wong Choi Ying

*Non-Executive Directors:*

Yuen Tin Fan, Francis

*Independent Non-Executive Directors:*

Wong Kong Chi  
Lai Chung Wing, Robert  
Chan Wing Lee

*Notes:*

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on the poll, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of that power attorney or authority must be delivered at the registered office of the Company not less than forty-eight hours before the time appointed for holding the meeting.
3. The register of members will be closed from Monday, 22nd May, 2006 to Thursday, 25th May, 2006 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Standard Registrars Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 19th May, 2006. Dividend warrants will be despatched to Shareholders on or before Wednesday, 21st June, 2006.
4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
5. A circular containing details regarding resolutions 5 and 6 will be sent to shareholders together with the Company's 2005 Annual Report. Please also refer to the published version of this notice in the *The Standard*.

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