

NEW CAPITAL INTERNATIONAL INVESTMENT LIMITED

新資本國際投資有限公司*

(incorporated in Cayman Islands with limited liability)

(Stock Code: 1062)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that Extraordinary General Meeting of members of the Company will be held at Jasmine Room, 27th Floor, The Park Lane Hotel, 310 Gloucester Road, Hong Kong on Monday, 18th day of September, 2006 at 3:00 p.m. for the purpose of transacting the following business:

1. To consider the appointment of Messrs Deloitte Touche Tohmatsu as the auditors of the Company to fill the vacancy left by the resignation of Messrs KPMG, and to hold office with immediate effect until the conclusion of the next annual general meeting of the Company and to authorize the board of directors of the Company to fix their remuneration.
2. To consider as special business and, if thought fit, pass with or without amendments, 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) By deleting the existing Article 43 (1) (a) in its entirety and substituting therefore the following new Article 43 (1) (a):

“(a) the name and address of each Member, the number and class of shares held by him and, in respect of any shares that are not fully paid, the amount paid or agreed to be considered as paid on such shares;”

(b) Article 66

By inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” immediately after the words “A resolution put to the vote of a meeting shall be decided on a show of hands unless” in line 11 of the existing article 66;

(c) By deleting the existing Article 68 in its entirety and substituting therefore the following new Article 68:

“68 If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”;

(d) By deleting the existing Article 87(2) in its entirety and substituting therefore a new Article 87(2) as follows:

“87(2) Subject to the Articles and the Law, the company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board. Any Director so appointed shall hold office only until the first general meeting of the Company after his appointment and shall be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Article 88.”;

- (e) By deleting the existing Article 87(3) in its entirety and substituting therefore a new Article 87(3) as follows:
“87(3) The Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the first general meeting of the company after his appointment shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Article 88”; and
- (f) By deleting the existing Article 87(5) in its entirety and substituting therefore the following new Article 87(5):
“87(5) Subject to any provision to the contrary in these Articles, the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”;
- (g) By deleting the existing Article 88 in its entirety and substituting therefore a new Article 88 as follows:
“88 Unless and until the Company in a general meeting shall otherwise determine, 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 or holding office as Chairman of the Board or Managing Director of the Company) shall be subject to retirement by rotation at least once every three years or within such other period as the Designated Stock Exchange may from time to time prescribe or within such other period as the laws of such jurisdiction applicable to the Company. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election at the relevant annual general meeting.”;
- (h) Article 158
By inserting the words “together with the notice of the general meeting” immediately after the words “at least twenty-one (21) days before the date of the general meeting” in line 6 of the existing Article 158;
- (i) Article 164
By deleting the words “shall as soon as practicable convene an extraordinary general meeting to fill the vacancy” in lines 3 and 4 of the existing Article 164 and substituting therefore the words “may fill the vacancy and fix the remuneration of the Auditor so appointed”;

(j) Article 174 (2)

By changing the reference to Article 172 (1) in line 1 of the existing Article 174 (2) to Article 174 (1).”

3. To discuss any other business, if necessary.

By Order of the Board
Lawrence H Wood
Executive Director

Hong Kong, 24th August 2006.

Principal place of business:

35th Floor

One International Finance Centre

1 Harbour View Street

Central

Hong Kong

Notes:

- (a) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend instead of him and to vote on a poll. A proxy need not be a member of the Company. In order to be valid, proxy forms should be returned to the of the Company’s Branch Share Registrar, Standard Registers Limited at Level 25, Three Pacific Place, 1 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.
- (b) The register of members will be closed from Monday, 11th September 2006 to Sunday, 17th September 2006 both days inclusive, during which period no transfer of shares or warrants will be effected. In order to qualify for attending the Extraordinary General Meeting, all transfers, accompanied by the relevant share or warrant certificates, must be lodged with the Company’s Branch Share Registrar, Standard Registrars Limited, at Level 25, Three Pacific Place, 1 Queen’s Road East, Hong Kong, no later than 4:00 p.m. on Friday, 8th September 2006.

As at the date of this announcement, the members of the Board are Mr. Liu Xiao Guang, Mr. Cheng Bing Ren, Mr. Lawrence H. Wood, Mr. Liu Xue Min, Mr. To Chun Kei, Mr. Fung Tze Wa and Mr. Kwong Chun Wai Michael.

* *For identification purposes only*

Please also refer to the published version of this announcement in The Standard.