



## JOLIMARK HOLDINGS LIMITED

映美控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2028)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of the shareholders (the "Meeting") of Jolimark Holdings Limited (the "Company") will be held at Room 3701, Tower II, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on 8 September 2006 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. "THAT the conditional agreement (the "S&P Agreement") dated 31 July 2006 between the Company, Kong Yue Industrial Park (Xinhui) Ltd., Kong Yue Investment Limited, Jiangmen Kongyue Information Technology Ltd. and Kytronics Holdings Limited, a copy of which is tabled at the Meeting and marked "A" and initialed by the chairman of the meeting for identification purpose, pursuant to which Kong Yue Investment Limited and Jiangmen Kongyue Information Technology Ltd. agreed to acquire the properties comprising the land use right of a parcel of land with a site area of 37,270 square meters located at 18 Jinagyue Road, Jinguzhou Economic Development Zone, Xinhui District, Jiangmen, Guangdong Province, the PRC, together with the buildings erected thereon for a consideration of RMB62.4 million, be and is hereby approved, confirmed and ratified"
2. "THAT
  - (a) conditional upon the independent shareholders of the Company approving resolution (1) above and the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares (as defined in the circular of the Company dated 21 August 2006), the issue of the Consideration Shares to Kytronics Holdings Limited under special mandate as partial consideration for the S&P Agreement be and is hereby approved; and
  - (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the S&P Agreement."

On behalf of the Board  
**Jolimark Holdings Limited**  
**Au Kwok Lun**  
*Chief Executive Officer*

Hong Kong, 21 August 2006

*Registered office*  
Clifton House  
75 Fort Street  
PO Box 1350 GT  
George Town  
Grand Cayman  
Cayman Islands

*Principal place of business in Hong Kong*  
Room 3701, Tower II  
Lippo Centre  
89 Queensway  
Admiralty  
Hong Kong

**Notes:**

- (1) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
- (2) Where there are joint holders of any share in the issued share capital of the Company (“Share”), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto; but more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
- (3) In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or must be deposited to the Company’s branch registrar and transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting as the case may be or, in the case of poll taken subsequently to the date of the meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking the poll.
- (4) The ordinary resolutions as set out above will be determined by way of poll.
- (5) As at the date hereof, the board of directors comprises Mr. Au Pak Yin, Mr. Au Kwok Lun, Mr. Ou Guo Liang and Mr. Ng Shu Kai as executive directors, Mr. Lai Ming Joseph, Mr. Meng Yan and Mr. Xu Guangmao as independent non-executive directors.

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