



# UDL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 620)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Room 706, 7th Floor, Hong Kong International Trade & Exhibition Centre, No. 1 Trademart Drive, Kowloon, Hong Kong on 29th December 2006 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and reports of the directors and the auditors of the Company for the year ended 31st July 2006.
2. To re-elect Mr. Leung Chi Hong, Jerry, as an executive director.
3. To re-elect Miss Leung Chi Yin, Gillian, as an executive director.
4. To authorise the board of directors of the Company to fix the remuneration of the directors.
5. To re-appoint CCIF CPA Limited as the Company's auditors and to authorise the directors to fix their remuneration.
6. To grant a general mandate to the board of directors to repurchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.
7. To grant a general mandate to the board of directors to allot, issue and deal with additional shares in the Company, not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.
8. Conditional on the passing of resolution 6 and 7, to extend the general mandate granted by resolution 7 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution 6.
9. To refresh the Company's Share Option Scheme mandate limit up to 10% of the issued share capital of the Company as at the date of passing this resolution.

### SPECIAL RESOLUTION

10. To consider and approve the amendments to the Company's bye-laws.

By Order of the Board  
**Leung Yu Oi Ling, Irene**  
*Chairman*

Hong Kong, 29th November 2006

*Executive Directors:*

Mrs. Leung Yu Oi Ling, Irene  
Miss Leung Chi Yin, Gillian  
Mr. Leung Chi Hong, Jerry

*Independent Non-Executive Directors:*

Mr. Pao Ping Wing, JP  
Prof. Yuen Ming Fai, Matthew  
Ms. Tse Mei Ha

*Notes:*

1. This is a summary of the full text of the Notice of Annual General Meeting. The full text of resolutions are set out in the Notice of Annual General Meeting which will be included in the circular to be despatched to members in end of November 2006. The circular can also be viewed and downloaded from the website of the Hong Kong Exchanges and Clearing Limited at [www.hkex.com.hk](http://www.hkex.com.hk).
2. A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, in the event of poll, vote on his behalf. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy must be deposited at the Company's Registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other attorney, if any, under which it is signed or a notarially certified copy of that power of attorney, not less than 48 hours before the time for holding the Annual General Meeting.

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