



UDL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 620)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN that the special general meeting of UDL Holdings Limited (“**Company**”) will be held on 20 September 2008 at 9:30 a.m. at The Chairman’s Room I, The Kowloon Club, 15/F-16/F, East Wing, New World Office Building, 24 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant on or before 13 October 2008 the listing of, and permission to deal in, the Rights Shares (as defined below), in both nil-paid and fully paid forms; and (ii) subject to and conditional upon the obligations of Harbour Front Limited (“**Harbour Front**”) and Taifook Securities Company Limited (“**Underwriter**”) under the underwriting agreement dated 1 August 2008 made between the Company, Harbour Front and the Underwriter (“**Underwriting Agreement**”), a copy of which has been produced to this meeting and marked “**A**” and initialled by the chairman of the meeting for identification purpose, becoming unconditional:
 - (a) the Underwriting Agreement be and is hereby confirmed, approved and ratified;
 - (b) the issue of 5,045,033,739 shares of HK\$0.01 each in the Company (each, a “**Rights Share**”) pursuant to an offer by way of rights to holders of shares of HK\$0.01 each of the Company (each, a “**Share**”) at HK\$0.035 per Rights Share (“**Rights Issue**”) in the proportion of one Rights Share for every one Share held by holders of Shares (“**Shareholders**”) whose names appear on the register of members of the Company on 20 September 2008 (or such other date as the Company may agree with the Underwriters) (“**Record Date**”) other than those Shareholders whose addresses on the register of members of the Company are outside Hong Kong on the Record Date and whom the directors of the Company (“**Directors**”), after taking into account the legal opinions provided by legal advisers if the Directors consider it necessary, consider their exclusion from the Rights Issue to be necessary or expedient on and otherwise subject to the terms and conditions set out in the circular to the Shareholders dated 4 September 2008 (“**Circular**”), a copy

of which has been produced to this meeting and marked “**B**” and initialled by the chairman of the meeting for identification purpose, and on such other terms and conditions as may be determined by the Directors be and is hereby approved; and

- (c) the Directors be and are hereby authorised to allot and issue the Rights Shares on terms and conditions as set out in the Circular and on such other terms and conditions as may be determined by the Directors and to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue and the Underwriting Agreement or any of the transactions contemplated thereunder.”

(2) “**THAT**

- (a) the conditional sale and purchase agreement dated 1 August 2008 made between the Company as purchaser and Harbour Front Limited as vendor in respect of the sale and purchase of the entire issued share capital of, and shareholder’s loans to, Lead Ocean Assets Management Limited (“**Lead Ocean Agreement**”), a copy of which has been produced to the meeting and marked “**C**” and initialled by the chairman of the meeting for identification purpose, be and is hereby approved;
- (b) the conditional sale and purchase agreement dated 1 August 2008 made between the Company as purchaser and Harbour Front Limited as vendor in respect of the sale and purchase of the entire issued share capital of, and shareholder’s loans to, Net Excel Management Limited (“**Net Excel Agreement**”), a copy of which has been produced to the meeting and marked “**D**” and initialled by the chairman of the meeting for identification purpose, be and is hereby approved;
- (c) the conditional sale and purchase agreement dated 1 August 2008 made between the Company as purchaser and Harbour Front Limited as vendor in respect of the acquisition of 10 vessels more particularly described in that agreement (“**Vessel Agreement**”), a copy of which has been produced to the meeting and marked “**E**” and initialled by the chairman of the meeting for identification purpose, be and is hereby approved;

- (d) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Lead Ocean Agreement, the Net Excel Agreement and the Vessel Agreement or any of them or any of the transactions contemplated under any of such agreements.”

Yours faithfully,
For and on behalf of the board of Directors of
UDL Holdings Limited
Leung Yu Oi Ling, Irene
Chairman

Hong Kong, 4 September 2008

Principal place of business in Hong Kong:
Room 702, 7th Floor
Aitken Vanson Centre
61 Hoi Yuen Road
Kwun Tong
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and on a poll vote on his behalf and such proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.

As at the date hereof, the board of directors of the Company comprises Mr. Leung Yat Tung, Mrs. Leung Yu Oi Ling, Irene, Ms. Leung Chi Yin, Gillian and Mr. Leung Chi Hong, Jerry as executive Directors and Mr. Pao Ping Wing, JP, Professor Yuen Ming Fai, Matthew and Ms. Tse Mei Ha as independent non-executive Directors.