



PERFECTECH INTERNATIONAL HOLDINGS LIMITED

(威發國際集團有限公司) *

(incorporated in Bermuda with limited liability)

(Stock Code: 765)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company shall be held at Chater Room II, Function Room Level, The Ritz-Carlton Hong Kong, 3 Connaught Road Central, Hong Kong at 3:30 p.m. on Tuesday, 10th May, 2005 to transact the following ordinary business:

- 1) To receive and consider the consolidated audited financial statements and the reports of the directors and auditors for the year ended 31st December, 2004.
- 2) To declare a final dividend in respect of the year ended 31st December, 2004.
- 3) To re-elect certain directors and authorise the board of directors to fix their remuneration.
- 4) To appoint auditors and authorise the board of directors to fix their remuneration.

and by way of special business to consider, and if thought fit, pass with or without amendments the following resolutions:

Ordinary Resolutions

- 5) **“THAT**
 - a) a general mandate be and is hereby unconditionally given to the directors of the Company (“Directors”) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot and issue unissued shares of the Company (“Shares”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued on a Rights Issue (as hereinafter defined) or under any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares or any scrip dividend pursuant to the Bye-laws of the Company from time to time, not exceeding twenty per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution; and
 - b) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 or the Bye-laws of the Company to be held; and

iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

and “Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

- 6) “**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
- a) such mandate shall not extend beyond the Relevant Period;
 - b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
 - c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than ten per cent. of the Shares in issue at the date of passing of this resolution; and
 - d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 or the Bye-laws of the Company 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 of the shareholders of the Company in general meeting.”
- 7) “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 5) and 6) set out in the notice of the Annual General Meeting of the Company dated 18th April, 2005 of which this resolution forms part, being passed, the aggregate nominal amount of the Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 6) set out in the notice of Annual General Meeting of which this resolution forms part shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 5) set out in the notice of Annual General Meeting of which this resolution forms part.”

- 8) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) granting the listing of, and permission to deal in such number of ordinary shares of HK\$0.10 each (“Shares”) in the capital of the Company representing 10 per cent. of the Shares in issue as at the date of passing this resolution, which may be issued pursuant to exercise of options to be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing scheme mandate limit under the share option scheme adopted by the Company on 17th May, 2002 (“Share Option Scheme”) be refreshed so that the aggregate nominal amount of the share capital of the Company to be allotted and issued pursuant to the exercise of the options under the Share Option Scheme and other share option scheme(s) of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution (“Refreshed Scheme Mandate Limit”) and that any director of the Company be and are hereby authorized to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

Special Resolution

- 9) “**THAT** Bye-law 99 of the Bye-laws of the Company as adopted by a special resolution passed on 21st May, 2004 be amended by deletion of the existing wording and substituting therefor:

Every Director including those Directors appointed for a specific term, shall be subject to retirement by rotation at the annual general meeting at least once every three years. The Director(s) to retire in every annual general meeting shall be those decided by the Board. The retiring Director(s) shall be eligible for re-election. The Company at any general meeting at which any of the Directors retire may fill the vacated offices.”

By Order of the Board
Pang Siu Yin
Company Secretary

Hong Kong, 18th April, 2005

* *for identification purpose only*

Notes:–

1. The Hong Kong Branch Register of Members will be closed from Friday, 6th May, 2005 to Tuesday, 10th May, 2005 (both days inclusive), during which period no transfers of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting of the Company to be held on Tuesday, 10th May, 2005, all transfers accompanied by the relevant share certificates must be lodged with the Branch Share Registrar of the Company in Hong Kong, Standard Registrars Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on Thursday, 5th May, 2005.
2. A member who is a holder of two or more Shares, and who is entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member from attending the Annual General Meeting and voting in person. In such event, his form of proxy will be deemed to have been revoked.

3. A form of proxy for the Annual General Meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Branch Share Registrar of the Company in Hong Kong, Standard Registrars Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the Annual General Meeting or any adjournment.
4. With regard to items 5) and 7) above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company.

The directors of the Company as at the date of this announcement are Mr Poon Siu Chung, Mr Leung Ying Wai, Charles, Mr Ip Siu On and Mr Tsui Yan Lee, Benjamin as Executive Directors; and Mr Ng Siu Yu, Larry, Mr Lam Yat Cheong and Mr Yip Chi Hung as Independent Non-executive Directors, and Mr Tong Wui Tung as Non-executive Director.

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