



# YU MING INVESTMENTS LIMITED

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 666)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Yu Ming Investments Limited (“the Company”) will be held at 1001, 10th Floor, AON China Building, 29 Queen’s Road Central, Hong Kong on Wednesday, 24th May, 2006 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st December, 2005.
2. To declare a final dividend for the year ended 31st December, 2005.
3. To re-elect directors and authorise the board to fix the remuneration of directors.
4. To re-appoint auditors and authorise the board to fix their remuneration and in this connection, to consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:-

“**THAT** Messrs. Grant Thornton, who were appointed as auditors of the Company by the directors of the Company to fill the casual vacancy caused by the resignation of Messrs. PricewaterhouseCoopers, be and are hereby re-appointed auditors of the Company to hold office until the next annual general meeting of the Company at a fee to be agreed with the directors of the Company.”

5. As special business, to consider and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions of the Company:

## **ORDINARY RESOLUTIONS**

**(I) “THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 to be held; or
  - (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.”

**(II) “THAT:**

- (a) subject to paragraph (c) below and pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue, (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company (“Articles”) from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 to be held; or
- (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.

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

**(III)** “**THAT** subject to the passing of the Ordinary Resolutions referred to in items 5(I) and 5(II) of the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution referred to in item 5(II) of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to the Ordinary Resolution referred to in item 5(I) of the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the said Ordinary Resolution referred to in item 5(I).”

6. As special business, to consider and, if thought fit, passing following resolution which will be proposed as a Special Resolution of the Company:

### **SPECIAL RESOLUTION**

“**THAT** the existing Articles of Association be and is hereby amended by deleting the last sentence of Article 92 and substituting therefor the following new sentence:

“Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until in the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting.”

By Order of the Board  
**Peter LEE Yip Wah**  
*Company Secretary*

Hong Kong, 28th April, 2006

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the share registrars of the Company, Secretaries Limited, 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. The register of members will be closed from Thursday, 18th May, 2006 to Wednesday, 24th May, 2006, both days inclusive. In order to qualify for the final dividend and the attendance of the annual general meeting of the Company to be held on Wednesday, 24th May, 2006, all completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrars of the Company, Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m on Wednesday, 17th May, 2006.
4. With regard to item no. 3 in this notice, the board of directors of the Company proposes that the retiring directors, namely Messrs. Tony FUNG Wing Cheung, Peter LEE Yip Wah and Ambrose SO Shu Fai be re-elected as directors of the Company. Details of such retiring directors are set out in Appendix I to the circular to shareholders dated 28th April, 2006.

*As at the date of this notice, the Board comprises nine directors of which Mr. Tony FUNG Wing Cheung, Mr. Peter FUNG Yiu Fai, Mr. Warren LEE Wa Lun and Mr. LI Shi Liang as executive directors; Mr. LEE Seng Hui and Mr. Peter LEE Yip Wah as non-executive directors; Mr. Ambrose SO Shu Fai, Mr. Alexander CHOW Yu Chun and Mr. Albert HO as independent non-executive directors.*

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