



**EASYKNIT INTERNATIONAL HOLDINGS LIMITED**

**永義國際集團有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 1218)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Easyknit International Holdings Limited (“Company”) will be held on 28th July, 2004 at Unit A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

**ORDINARY RESOLUTIONS**

1. **“THAT** the agreement dated 10th May, 2004 entered into between the Company and Mr. Louie Tsz Chung (as supplemented by a supplemental letter dated 15th June, 2004) and the transactions contemplated thereunder subject to the LTC Cap (as defined in the circular of the Company dated 29th June, 2004) be and are hereby approved, confirmed and ratified and that the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with the LTC Purchase Transactions (as defined in the circular of the Company dated 29th June, 2004).”
2. **“THAT** the agreement dated 10th May, 2004 entered into between the Company and Ms. Koon Po Fun (as supplemented by a supplemental letter dated 15th June, 2004) and the transactions contemplated thereunder subject to the KPF Cap (as defined in the circular of the Company dated 29th June, 2004) be and are hereby approved, confirmed and ratified and that the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with the KPF Purchase Transactions (as defined in the circular of the Company dated 29th June, 2004).”
3. **“THAT** the authorised share capital of the Company be and is hereby reduced from HK\$3,000,000,000 to HK\$1,000,000,000 by the diminution of 20,000,000,000 authorised but unissued shares of HK\$0.10 each in the share capital of the Company.”

## SPECIAL RESOLUTION

4. “**THAT** the new bye-laws of the Company marked “A” produced to this meeting and for the purposes of identification signed by the Chairman, be and are hereby approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company and that the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with the foregoing.”

By Order of the Board  
**Easyknit International Holdings Limited**  
**Koon Wing Yee**  
*President and Chief Executive Officer*

Hong Kong, 29th June, 2004.

*Head office and principal place of business in Hong Kong:*

Unit A, 7th Floor  
Hong Kong Spinners Building  
Phase 6  
481-483 Castle Peak Road  
Cheung Sha Wan  
Kowloon  
Hong Kong

**Notes:**

1. Any member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint more than one proxy to attend the meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s principal place of business in Hong Kong at Unit A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Magical Profits Limited is required to abstain from voting in respect of the Ordinary Resolutions numbered 1 and 2 to be proposed at the meeting which shall be voted only by way of poll.

As at the date of this announcement, the executive directors are Mr. Koon Wing Yee, Mr. Tsang Yiu Kai and Ms. Lui Yuk Chu and the independent non-executive directors are Mr. Wong Sui Wah, Michael and Mr. Pun Hei, Hectar.

*\* For identification only*

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