



FORTUNA INTERNATIONAL HOLDINGS LIMITED

廣益國際集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 530)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Fortuna International Holdings Limited (“Company”) will be held at 10:00 a.m. on Monday, 20th March 2006 at Suite 3301, Tower 1, Lippo Centre, 89 Queensway, Hong Kong, for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

SPECIAL RESOLUTION

“**THAT**, with effect from 4:00 p.m. on the day on which this resolution is passed (the “Effective Date”) and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) approving the listing of, and granting the permission to deal in, the ordinary shares of HK\$0.001 each in the Company arising from the Capital Reorganisation (as defined below) and Share Consolidation (as defined in ordinary resolution numbered 1 set out in this notice of the special general meeting of which this resolution forms part (“Notice”), the share capital of the Company shall be reorganised as follows:

- (i) cancelling paid up capital to the extent of HK\$0.0099 on each ordinary share of the Company (“Share”) so that the nominal value of each issued Share will be reduced from HK\$0.01 to HK\$0.0001 and each issued Share in the capital of the Company shall be treated as one fully paid up ordinary share of HK\$0.0001 each in the capital of the Company (“Capital Reduction”);
- (ii) subdivide each of the authorised but unissued Share of HK\$0.01 into 100 ordinary shares of nominal value of HK\$0.0001 each;
- (iii) subdivide each of the authorised but unissued convertible preference shares of the Company of HK\$1,000,000 each into 100 convertible preference shares of nominal value of HK\$10,000 each;
- (iv) cancelling the entire amount standing to the credit of the share premium account of the Company as at the Effective Date (“Share Premium Reduction”);
- (v) the transfer of the credit arising from the Share Premium Reduction and the Capital Reduction to the contributed surplus account of the Company and the application of the amount therein to set off against the entire accumulated losses of the Company as from time to time and be dealt with in accordance with the applicable laws, including the laws of Bermuda and the bye-laws of the Company (Sub-paragraphs (i) to (v) above collectively be referred to as “Capital Reorganisation”); and
- (vi) any one of the directors of the Company be authorised generally to do all such acts, deeds and things as he may, in his absolute discretion, deem necessary, desirable or appropriate to effect and implement any of the foregoing.”

ORDINARY RESOLUTIONS

1. “**THAT**, subject to and forthwith upon the Capital Reorganisation (as defined in the special resolution in this Notice) taking effect, every 10 of the ordinary shares of the Company (both issued and unissued) of HK\$0.0001 each be consolidated into one new share of HK\$0.001 each (“New Share”) and every 10 of the convertible preference shares of the Company of HK\$10,000 each be consolidated into one new convertible preference share of HK\$100,000 each (“Share Consolidation”).”
2. “**THAT**, subject to and conditional upon (i) the Capital Reorganisation (as defined in the special resolution in this Notice) and the Share Consolidation (as defined in ordinary resolution numbered 1 in this Notice) becoming effective, (ii) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Offer Shares (as defined below); and (iii) the fulfillment of the conditions in the underwriting agreement (“Underwriting Agreement”) dated 26th January 2006 made between the Company, Emperor Securities Limited, 3V Capital Limited, Kingston Securities Limited and Onshine Securities Limited, details of which are set out in the circular of the Company dated 22nd February 2006 (“Circular”), a copy of each of the Underwriting Agreement and the Circular having been tabled at the meeting and initialed by the Chairman for the purpose of identification and respectively marked “A” and “B”:
 - (a) the issue by way of open offer (the “Open Offer”) of 2,720,363,644 New Shares (as defined in ordinary resolution numbered 1 in this Notice) of HK\$0.001 each in the capital of the Company (the “Offer Shares”) to the shareholders of the Company whose names appear on the register of members of the Company (other than those shareholders whose registered addresses on the register of members of the Company on such date are outside Hong Kong and to whom the directors of the Company (“Directors”) consider it may be unlawful, impracticable or inconvenient to make an offer of the Offer Shares) at the close of business on 29th March 2006 on the basis of two (2) Offer Shares for every one (1) New Share then held at the subscription price of HK\$0.01 per Offer Share in accordance with the terms of the Open Offer as set out in the Circular and the prospectus to be sent to the shareholders of the Company in respect of the Open Offer be and is hereby approved, and the Directors be and are hereby authorised to allot and issue the Offer Shares upon acceptance or by way of excess application by the shareholders of the Company pursuant to and in accordance with the Open Offer;

- (b) the Underwriting Agreement be and is hereby approved, confirmed and ratified and any one Director be and is hereby authorised to do such acts or execute such other documents which may be necessary, desirable or expedient in his opinion to carry out or to give effect to the terms of the Underwriting Agreement; and
- (c) any one Director be and is hereby authorised to do all things and acts and sign all documents which he considers necessary, desirable or expedient in connection with the implementation of the Open Offer and all the transactions contemplated in this resolution and the Circular.”

By Order of the Board
Fortuna International Holdings Limited
Cheung Ka Lok
Company Secretary

Hong Kong, 22nd February 2006

Head office and principal place of business
in Hong Kong:
Suite 3301
Tower 1, Lippo Centre
89 Queensway
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company, but must be present in person to represent the shareholder.
2. Where there are joint registered holders of any Share, any one such person may vote at the meeting, either personally 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 the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. Completion and return of the form of proxy will not preclude a member from attending and voting at the above meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be deposited at the branch share registrar of the Company in Hong Kong, Secretaries 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.
5. Ordinary resolution numbered 2 shall be voted by the Independent Shareholders (as defined in the Circular) by way of poll.

As at the date of this announcement, the board of directors of the Company comprises 3 executive directors, namely, Mr. Kwok Ying Chuen, Mr. Wong Tak Chung and Mr. Yu Won Kong, Dennis and 3 independent non-executive directors, namely, Mr. Tso Hon Sai, Bosco, Mr. Kwok Chi Sun, Vincent and Mr. Cheng Wing Keung, Raymond.

* *For identification purpose only*

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