



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Fortuna International Holdings Limited (the “Company”) will be held at Novotel Century Hong Kong Hotel, Plaza I-III, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 25th May, 2006 at 10.30 a.m. for the following purposes:

1. To consider and adopt the audited financial statements and the reports of the Directors of the Company (the “Directors”) and Auditors of the Company for the year ended 31st December, 2005.
2. To re-elect retiring Directors and to authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint Moore Stephens as Auditors and to authorise the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:

(A) “**THAT**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any Share Option Scheme (as hereinafter defined) of the Company; or (iii) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Bye-laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution; and
- (c) 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 revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in a general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members 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 the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to eligible grantees of rights to acquire shares of the Company.”;

(B) **“THAT**

(a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution; and

(c) 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 revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in a general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”;

(C) **“THAT** conditional upon the Ordinary Resolutions 4(A) and (B) above being passed, the general mandate granted to the Directors to issue and dispose of additional shares in the capital of the Company pursuant to Ordinary Resolution 4(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution 4(B) above provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution.”

5. As special business, to consider and, if thought fit, pass with or without amendments, the following as an ordinary resolution:

“THAT subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, any ordinary shares in the capital of the Company with a nominal value of HK\$0.001 each (the “Shares”) in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme adopted by the Company on 28th January, 2004 (the “Scheme”) up to a new 10 per cent limit (the “Refreshed Scheme Mandate Limit”) be approved provided that (i) the total number

of Shares which may be issued upon exercise of options to be granted under the Scheme on or after the date of the passing of this resolution (the “Refreshed Date”), together with all options to be granted under any other share option scheme(s) of the Company on or after the Refreshed Date, must not exceed 10 per cent of the number of Shares in issue as at the Refreshed Date; and (ii) options granted prior to the Refreshed Date under the Scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit and any Director be and is hereby authorized to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following as a special resolution :

“**THAT** the existing Bye-laws of the Company be and are hereby amended as follows:

(a) by inserting the following new definition in Bye-law 1:

““corporate representative” means any person appointed to act in that capacity pursuant to Bye-laws 86 or 86A;”;

(b) by deleting the word “authorised” in Bye-law 24 and substituting therefor the words “duly authorised corporate”;

(c) by inserting the words “by duly authorised corporate” before the word “representative” where it appears in Bye-laws 63 and 69;

(d) by deleting the existing Bye-law 74 in its entirety and replacing therewith the following:

“Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or by duly authorised corporate representative or by proxy shall have one vote, and on a poll every member present in person or by proxy or by duly authorised corporate representative shall have one vote for each share of which he is the holder and which is fully paid up or credited as fully paid up and shall have, for every partly paid share of which he is the holder, the fraction of one vote equal to the proportion which the nominal amount due and paid up or credited as paid up thereon bears to the nominal value of the share (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purpose of this Bye-Law as paid up on the share). A person entitled to cast more than one vote upon a poll need not use all his votes or cast all the votes he uses in the same way.”;

(e) by deleting in Bye-law 76 the word “representative” and substituting therefor with the words “duly authorised corporate representative”;

(f) by deleting in Bye-law 79 the words “(which term shall for the purposes of this Bye-law and Bye-laws 80 to 85 include a representative appointed under Bye-law 86)” and substituting therefor with the words “or by duly authorised corporate representative”;

(g) by inserting the words “corporate” immediately before the word “representative” where it appears in Bye-laws 86 and 86A;

(h) by deleting the existing Bye-law 97(vii) in its entirety and substituting therefor the following:

“(vii) shall be removed from office by an ordinary resolution of the Company under Bye-law 90; or”;

(i) by deleting the existing Bye-law 99(B) in its entirety and substituting therefor the following:

“99. (B) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, the number nearest to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A Director retiring at a meeting shall retain office until the close of the meeting. The Directors to retire by rotation shall,

subject as aforesaid, be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The retiring Directors shall be eligible for re-election.”

- (j) by deleting the existing Bye-law 114 in its entirety and substituting therefor the following:

“114. A resolution in writing signed by all the Directors except such as are absent from the territory in which the head office is for the time being situate or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as they constitute a quorum as provided in Bye-law 116 for the time being and provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their alternates) for the time being entitled to receive notices of Board meetings) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.””.

By Order of the Board
Cheung Ka Lok
Company Secretary

Hong Kong, 28th April, 2006

Notes:

- (a) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or, if holding two or more shares, not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's branch registrar 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 fixed for holding the Annual General Meeting or any adjourned meeting thereof.
- (c) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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

** For identification purposes only*

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