



# LIFESTYLE INTERNATIONAL HOLDINGS LIMITED

## 利福國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1212)

### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Lifestyle International Holdings Limited (the "Company") will be held at Harbour View Room II, 3/F, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 26th April, 2006 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the Reports of the Directors and the Auditors for the year ended 31st December, 2005;
2. To approve final dividend together with special dividend for the year ended 31st December, 2005;
3. To re-elect the retiring directors and authorize the Board of Directors to fix the directors' remuneration;
4. To re-appoint the Auditors and to authorize the Board of Directors to fix their remuneration;

#### ORDINARY RESOLUTIONS

5. To consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

5A. **"THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued shares of the Company of HK\$0.01 each on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time (the "Listing Rules") be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorizations given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares of the Company to be repurchased by the Directors of 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 as at the date of passing of 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 date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of the Company to be held; or
  - (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting."

5B. **"THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional ordinary shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorizations given to the Directors of the Company and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversation which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), or (ii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted or to be adopted for the grant or issue of options to subscribe for, or rights to acquire shares of the Company approved by the Stock Exchange, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:  
"Relevant Period" shall have the same meaning as ascribed to it under the resolution set out in paragraph 5A(d) of this Notice; and

"Rights Issue" means the allotment, issue or grant of shares open for a period fixed by the Directors to holders of the shares or any class of shares thereof 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 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 any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company)."

5C. **"THAT:**

conditional upon the passing of Resolutions Nos. 5A and 5B, the general mandate granted to the Directors of the Company pursuant to Resolution 5B be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company as stated in Resolution No. 5A above provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution."

6. To consider and, if thought fit, pass with or without amendments the following resolution as Ordinary Resolution:

**"THAT** the grant of option (the "Option") to Mr. Lau Luen-hung, Thomas which will entitle him to subscribe for 7,630,000 Shares pursuant to the share option scheme of the Company adopted on 27th March, 2004 on the terms and conditions as set out in the circular of the Company dated 31st March, 2006, a copy of which is tabled at this meeting and marked "A" and initialled by the Chairman of the meeting for identification purpose, be and is hereby approved and any one directors of the Company be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to the grant of the Option."

**SPECIAL RESOLUTION**

7. To consider and, if thought fit, pass the following resolution as a special resolution:

**"THAT:**

(a) the existing articles of association of the Company (the "Articles") be amended as follows:

(i) Article 66

By inserting the words "voting by way of a poll is required by the rules of the Designated Stock Exchange or" immediately after the words "A resolution put to the vote of a meeting shall be decided on a show of hands unless" in the third sentence of the existing Article 66.

By deleting the full stop at the end of Article 66(d) and replacing it with a semi-colon and inserting the word "or" after the semi-colon.

By inserting the following new Article 66(e) after Article 66(d):

"(e) if required by the rules of the Designated Stock Exchange, by the Chairman of such meeting or any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting."

(ii) Article 68

By deleting the second sentence of Article 68 in its entirety and substituting therefor the following:

"The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange."

(iii) Article 84

By inserting the words ", if more than one person is so authorised," after the words "of any class of Members provided that" in the first sentence of Article 84(2).

(iv) Article 86(3)

By inserting the words "(in the case of an addition to the existing Board) or until the next following general meeting of the Company (in the case of filling a casual vacancy)" immediately after the words "until the next following annual general meeting of the Company" in the second sentence of the existing Article 86(3).

(v) Article 86(5)

By deleting the word "special" and substituting therefor the word "ordinary" immediately before the words "resolution remove a Director" in Article 86(5).

(vi) Article 87

By deleting Article 87(1) in its entirety and substituting therefor the following:

"87. (1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (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 by rotation at least once every three years."

By inserting the following wording after the words "eligible for re-election" in the first sentence of Article 87(2):

"and shall continue to act as a Director throughout the meeting at which he retires."

By deleting the last sentence of Article 87(2) in its entirety and substituting therefor the following:

"Any Director appointed by the Board pursuant to Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation."

(b) subject to resolution 7(a) above being passed, the amended articles of association of the Company, incorporating and consolidating all changes referred to in resolution 7(a) above and in the form produced to the meeting marked "B" and initialled by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted with immediate effect in substitution for and to the exclusion of the Articles."

By order of the Board  
**Lifestyle International Holdings Limited**  
**Siu Po-sim, Katherine**  
Company Secretary

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 a proxy in respect of part only of his holding of shares in the Company. 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 authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll 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 holder 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 the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. As at the date hereof, the Board of Directors comprises two executive Directors, namely, Mr. Lau Luen-hung, Thomas and Mr. Doo Wai-hoi, William, four non-executive Directors, namely Dató Dr. Cheng Yu-tung, Dr. Cheng Kar-shun, Henry, Mr. Lau Luen-hung, Joseph and Ms. Lau Yuk-wai, Amy and four independent non-executive Directors, namely, Messrs. Lam Siu-lun, Simon, Cheung Yuet-man, Raymond, Shek Lai-him, Abraham and Hui Chiu-chung.

"Please also refer to the published version of this announcement in South China Morning Post."