



## ASIA ALLIANCE HOLDINGS LIMITED

亞洲聯盟集團有限公司\*

*(incorporated in Bermuda with limited liability)*

(Stock Code: 0616)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Asia Alliance Holdings Limited (“Company”) will be held on 25th August, 2004 at 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 15th June, 2004 entered into between the Company and Mr. Louie Tsz Chung and the transactions contemplated thereunder subject to the LTC Cap (as defined in the circular of the Company dated 26th July, 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 execute all documents which they consider necessary, desirable or expedient in connection with the LTC Transactions (as defined in the circular of the Company dated 26th July, 2004).”
2. “**THAT** the agreement dated 15th June, 2004 entered into between the Company and Ms. Koon Po Fun and the transactions contemplated thereunder subject to the KPF Cap (as defined in the circular of the Company dated 26th July, 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 execute all documents which they consider necessary, desirable or expedient in connection with the KPF Transactions (as defined in the circular of the Company dated 26th July, 2004).”

#### SPECIAL RESOLUTION

3. “**THAT** the new bye-laws of the Company, a copy of which marked “A” has been 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 execute all documents which they consider necessary, desirable or expedient in connection with the foregoing.”

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

Hong Kong, 26th July, 2004.

*Principal place of business in Hong Kong:*

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 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 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 certified copy of such power or authority, shall be delivered to the Company's principal place of business in Hong Kong at 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. In the case of joint holders of a share, if more than one of such joint holders be present at any 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 in respect of the joint holding.
5. According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Landmark 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 of the date of this announcement, the executive directors of the Company are Mr. Koon Wing Yee, Mr. Tsang Yiu Kai and Ms. Lui Yuk Chu and the independent non-executive directors of the Company are Mr. Kan Ka Hon and Mr. Kwong Jimmy Cheung Tim.

\* *For identification only*

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