



百利保控股有限公司

**Paliburg  
Holdings Limited**

(Incorporated in Bermuda with limited liability)

(Stock Code: 617)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Paliburg Holdings Limited (the "Company") will be held at the Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 16th June, 2005 at 11:45 a.m. (or so soon after the Annual General Meeting of the Company convened to be held at the same place on the same date shall have been concluded or adjourned) for the purpose of considering, and if thought fit, passing the following resolutions, which will be proposed as ordinary resolutions of the Company:

#### ORDINARY RESOLUTION NO. 1

**"THAT:**

- (A) subject to the passing of an ordinary resolution by the shareholders of Century City International Holdings Limited approving the share option scheme of the Company (a copy of the rules of which has been produced to this meeting marked "A" and initialled by the Chairman of this meeting for identification purposes) (the "Scheme"), the Scheme be and is hereby approved and adopted;
- (B) the directors of the Company acting together, individually or by committee (the "Directors") be and are hereby authorised to approve any amendments to the rules of the Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited, and to take all such steps as may be necessary, desirable or expedient to carry into effect and administer the Scheme subject to and in accordance with the terms thereof;
- (C) subject to paragraph (D) of this resolution, the Directors be and are hereby authorised to grant options under the Scheme and to allot, issue and otherwise deal with new ordinary shares of par value HK\$0.01 each in the share capital of the Company ("Shares") upon the exercise of options to be granted under the Scheme subject to and in accordance with the terms thereof; and
- (D) the aggregate nominal amount of Shares to be allotted and issued pursuant to paragraph (C) of this resolution, together with that of any Shares to be allotted and issued upon the exercise of any options granted or to be granted under any other share option scheme of the Company as may from time to time be adopted by the Company, shall not exceed the aggregate of 10% of the ordinary share capital of the Company in issue as at the date of the passing of this resolution."

#### ORDINARY RESOLUTION NO. 2

**"THAT** the conditional grant of options in respect of 180,000,000 Shares at an exercise price of HK\$0.22 per Share under the Scheme by the Directors to Mr. Lo Yuk Sui, who is a substantial shareholder of the Company, in accordance with the terms of such options as contained in the circular of the Company dated 31st May, 2005 to its shareholders (a copy of which has been produced to this meeting marked "B" and initialled by the Chairman of this meeting for identification purposes) be and is hereby approved, and that the Directors be and are hereby authorised to take all such steps as may be necessary, desirable or expedient to carry into effect such conditional grant of options in accordance with the terms of the Scheme."

By Order of the Board  
**Eliza Lam Sau Fun**  
*Secretary*

*Head office and principal place of business:*  
18th Floor, Paliburg Plaza  
68 Yee Wo Street  
Causeway Bay  
Hong Kong

*Registered office:*  
Rosebank Centre  
11 Bermudiana Road  
Pembroke  
Bermuda

Hong Kong, 31st May, 2005

#### Notes:

1. A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member.
2. The form of proxy must be deposited with the Company's branch registrar in Hong Kong, Tengis Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting.

As at the date of this announcement, the Board of Directors of the Company comprises the following members:

*Executive Directors:*  
Mr. LO Yuk Sui  
(Chairman and Managing Director)  
Mr. Donald FAN Tung  
Mr. Jimmy LO Chun To  
Mr. Kenneth NG Kwai Kai

*Non-Executive Director:*  
Mrs. Kitty LO LEE Kit Tai

*Independent Non-Executive Directors:*  
Mr. NG Siu Chan  
Hon Abraham SHEK Lai Him, JP  
Mr. WONG Chi Keung