

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Fu Cheong International Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on 4 June 2005 at Ailingkan Management District, Dalingshan Town, Dongguan, Guangdong Province, the People’s Republic of China to transact the following ordinary businesses:

1. to receive and approve the audited combined financial statements and the reports of the directors of the Company (the “**Directors**”) and the Company’s auditors for the year ended 31 December 2004;
2. to re-elect, each as a separate resolution, the following person as a director of the Company:
 - (a) Mr. Lum Pak Sum; and
 - (b) Mr. Yip Shek Ling.

and to authorise the board of Directors to fix the Directors’ remuneration; and
3. to re-appoint the Company’s auditors and to authorise the board of Directors to fix their remuneration.

By order of the board of Directors of
Fu Cheong International Holdings Limited
Ho Marjorie
Director

Hong Kong, 29 April 2005

Registered office:

Century Yard
 Cricket Square
 Hutchins Drive
 P.O.Box 2681 GT
 George Town
 Grand Cayman
 British West Indies

**Head office and principal place
 of business in Hong Kong:**

Flat 6, 3rd Floor, Block 2
 Tak Fung Industrial Centre
 166-176 Texaco Road
 Tsuen Wan
 New Territories
 Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the Articles of Association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Tengis Limited at 28th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.

NOTICE OF ANNUAL GENERAL MEETING *(continued)*

3 For biographical and other details of the directors to be re-elected at the meeting, please refer to the section headed "Biographical Details of Directors and Senior Management" as set out in the annual report of the Company for the year ended 31 December 2004.

4 Procedure for demanding a poll

Pursuant to Article 72 of the Articles of Association of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least three members present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any member or members present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

5 As at the date of this notice, the board of directors consists of Ms. Ho Marjorie and Mr. Yip Shek Ling as executive directors, and Mr. Law Yau Tim, Mr. Shum Man Wah and Mr. Lum Pak Sum as independent non-executive directors.