

NOTICE IS HEREBY GIVEN that the annual general meeting of HKC International Holdings Limited (the “**Company**”) will be held at 4:00 p.m. on 9th September, 2005 at 3rd floor Hoi Yat Heen (Rooms 101-103) Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong, to transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31st March, 2005;
2. to declare a final dividend for the year ended 31st March, 2005 of HK\$0.01 per ordinary share of HK\$0.01 each in the capital of the Company by cash payment;
3. as separate ordinary resolutions, to re-elect the retiring Directors and to authorise the board of Directors to fix the Directors’ remuneration;
4. to re-appoint the Company’s auditors and to authorise the board of Directors to fix their remuneration;

and, as special businesses, to consider and, if thought fit, pass the following resolution as ordinary resolution:

5. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or otherwise deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under the share option scheme of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion

under the terms of any warrants of the Company or any securities which are convertible into shares in the Company shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and

- (d) for the purposes 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to holders of shares in the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

By order of the board of directors of
HKC International Holdings Limited
Chan Chung Yee Hubert
Chairman

Hong Kong, 28th July, 2005

Registered office:

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

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

25/F., Oxford House, TaiKoo Place
979 King's Road, Quarry Bay
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy 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 registrar, Pilare Limited at 10th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
3. In relation to the proposed resolution numbered 2 above, the register of shareholders of the Company will be closed from 7th September, 2005 to 9th September, 2005, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch registrar, Pilare Limited, at 10th floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong by no later than 4:30 p.m. on 6th September 2005.
4. In relation to the proposed resolution numbered 3 above, in accordance with Article 108 of the Company's articles of association, Messrs. Chan Ming Him, Denny, Tsui Hon Wing and Wu Kwok Lam will retire as Directors by rotation at the annual general meeting and the office of Mr. Leung Tai Wai, David as Director will end at the annual general meeting. Such Directors, being eligible, would offer themselves for re-election as Directors at the annual general meeting. Brief particulars of each of the retiring Directors are set out below:

Mr. Chan Ming Him, Denny, aged 46, an executive Director, joined the Group in 1999 with over 15 years of experience in the telecommunications industry in China. He graduated from McMaster University, Canada with a Master's Degree in Engineering. Apart from being an executive director of the Company, Mr. Chan has not held any directorship in listed public companies or other major appointments and qualifications during the last three years preceding the date of this notice. Mr. Chan is not holding any other position in the Company and/or its subsidiaries as at the date of this notice. Mr. Chan is the son of Mr. Chan Man Min, a director and a substantial shareholder of the Company. Apart from that, Mr. Chan is not related to other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chan is interested in 2,000,000 shares of the Company, representing approximately 0.44% of the issued share capital of the Company as at the date of this notice.

Mr. Chan has entered into a service contract with the Company for an initial term of three years commencing from 12 September 2001 and is automatically renewable for successive terms of one year after the expiry of the then current term. Under the terms of the current service contract, Mr. Chan is entitled to a monthly salary of HK\$12,360 and a discretionary bonus to be determined by the board of Directors in its absolute discretion, provided that the total amount of bonuses payable to all the executive Directors for the time being of the Company shall not exceed 10% of the consolidated audited net profit of the Company and its subsidiaries after taxation and minority interests and the payment of such bonuses but before extraordinary items in a financial year.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the shareholders of the Company in relation to the re-appointment of Mr. Chan.

Mr. Tsui Hon Wing, aged 58, an executive Director, joined the Group in 1987 and possesses over 30 years of extensive experience in the sales and management of business solutions. Apart from being an executive director of the Company, Mr. Tsui has not held any directorship in listed public companies or other major appointments and qualifications during the last three years preceding the date of this notice. Mr. Tsui is not holding any other position in the Company and/or its subsidiaries as at the date of this notice. Mr. Tsui is not related to other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Tsui is interested in 3,939,200 shares of the Company, representing approximately 0.85% of the issued share capital of the Company as at the date of this notice.

Mr. Tsui has entered into a service contract with the Company for an initial term of three years commencing from 12 September 2001 and is automatically renewable for successive terms of one year after the expiry of the then current term. Under the terms of the current service contract, Mr. Tsui is entitled to a monthly salary of HK\$51,500 and a discretionary bonus to be determined by the board of Directors in its absolute discretion, provided that the total amount of bonuses payable to all the executive Directors for the time being of the Company shall not exceed 10% of the consolidated audited net profit of the Company and its subsidiaries after taxation and minority interests and the payment of such bonuses but before extraordinary items in a financial year.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the shareholders of the Company in relation to the re-appointment of Mr. Tsui.

Mr. Wu Kwok Lam, aged 43, an executive Director, joined the Group in 1989 and is currently the General Manager and Chief Financial Officer of the Group. He earned his MBA degree from Murdoch University, Australia and has over 15 years of extensive experience in the accounting and finance field. He is also an Associate Member of the Hong Kong Institute of Certified Public Accountants and a Fellow Member of the Association of Chartered Certified Accountants. Mr. Wu is also the company secretary and qualified accountant of the Company. Mr. Wu is also currently an executive director of certain subsidiaries of the Company, namely Hong Kong Communications Equipment Company Limited, Generalvestor (HK) Limited, Circle Mobile Communications Limited and HKC International (Thailand) Limited. Save as disclosed above, Mr. Wu has not held any directorship in listed public companies or other major appointments and qualifications during the last three years preceding the date of this notice and is not holding any other position in the Company and/or its subsidiaries as at the date of this notice. Mr. Wu is not related to other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Wu is interested in 1,000,000 shares of the Company, representing approximately 0.22% of the issued share capital of the Company as at the date of this notice.

Mr. Wu has entered into a service contract with the Company for an initial term of three years commencing from 12 September 2001 and is automatically renewable for successive terms of one year after the expiry of the then current term. Under the terms of the current service contract, Mr. Wu is entitled to a monthly salary of HK\$70,000 and a discretionary bonus to be determined by the board of Directors in its absolute discretion, provided that the total amount of bonuses payable to all the executive Directors for the time being of the Company shall not exceed 10% of the consolidated audited net profit of the Company and its subsidiaries after taxation and minority interests and the payment of such bonuses but before extraordinary items in a financial year.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the shareholders of the Company in relation to the re-appointment of Mr. Wu.

Mr. Leung Tai Wai, David, aged 49, an independent non-executive Director, is the president of Zestra Asia Limited. Mr. Leung held a Bachelor's Degree in Business Administration and a Master's Degree in Marketing. Apart from being an independent non-executive Director of the Company, Mr. Leung has not held any directorship in listed public companies or other major appointments and qualifications during the last three years preceding the date of this notice. Mr. Leung is not holding any other position in the Company and/or its subsidiaries as at the date of this notice. Mr. Leung is not related to other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Leung does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Leung has not entered into any service contract with the Company or any of its subsidiaries. Mr. Leung is entitled to an annual director's fee of HK\$20,000 which was determined by the board of Directors with regard to the time spent by Mr. Leung on the affairs of the Company. Mr. Leung is to be elected for a term of one year.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the shareholders of the Company in relation to the re-appointment of Mr. Leung.

5. In relation to the proposed resolutions numbered 5 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
6. Delivery of an instrument appointing a proxy should not preclude a shareholder from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. In the case of joint registered holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, that one of the joint registered holder so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.