



# QUALIPAK INTERNATIONAL HOLDINGS LIMITED

( 確利達國際控股有限公司 ) \*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1224)

## NOTICE OF THE SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Special General Meeting**”) of the members of Qualipak International Holdings Limited (the “**Company**”) will be held at Grand Rooms I & II, Lobby, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 6 November 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. “**THAT** Mr. Wong Yat Fai be and is hereby re-elected as a director of the Company with immediate effect and the fixing of his remuneration by the board of directors of the Company be and is hereby authorised, approved, confirmed and ratified.”
2. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 10,000,000,000 shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) to HK\$500,000,000 divided into 50,000,000,000 Shares by the creation of an additional 40,000,000,000 Shares.”
3. “**THAT** conditional upon the passing of Ordinary Resolution No.2 set out in the notice convening the Special General Meeting at which this Resolution is proposed and the approval by the shareholders of the Company’s holding company, Yugang International Limited (“**Yugang**”), of the Acquisition Agreement (as defined in the circular dated 20 October 2006 despatched to the shareholders of the Company (the “**Circular**”, a copy of which has been produced to the meeting and marked “A”, and initialled by the chairman of the meeting for the purpose of identification) and a copy of which has been produced to the meeting and marked “B”, and initialled by the chairman of the meeting for the purpose of identification):
  - (a) the Acquisition Agreement and the acquisition of the Sale Share (as defined in the Circular) pursuant thereto be and are hereby approved, confirmed and ratified;
  - (b) the issue and allotment of the Consideration Qualipak Shares to the Vendor (or as it may direct) (both as defined in the Circular), and the issue of the Convertible Note (as defined in the Circular) to the Vendor (or as it may direct), in each case on the terms set out in the Acquisition Agreement, be and are hereby approved;
  - (c) the issue and allotment by the Company of Shares from time to time upon exercise of conversion rights under the Convertible Note be and are hereby approved;
  - (d) all other transactions contemplated under the Acquisition Agreement be and are hereby approved; and
  - (e) the taking of all steps and doing of all things by the Company and its subsidiaries as the directors of the Company may deem necessary, desirable or expedient to implement, give effect to and/or complete the Acquisition Agreement and the transactions contemplated thereunder, including without limitation the issue and allotment of the Consideration Qualipak Shares, the issue of the Convertible Note, the issue and allotment of new Shares from time to time upon exercise of the conversion rights under the Convertible Note, and the amendment of the terms of the Acquisition Agreement as required by, or for the purposes of obtaining the approval of, relevant authorities or to comply with all applicable laws, rules and regulations, be and are hereby authorised, approved, confirmed and ratified.”
4. “**THAT** conditional upon the passing of Ordinary Resolution No.3 set out in the notice convening the Special General Meeting at which this Resolution is proposed and the approval by the shareholders of Yugang of the Acquisition Agreement:
  - (a) the Placing Agreement (as defined in the Circular and a copy of which has been produced to the meeting and marked “C”, and initialled by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified;
  - (b) the issue and allotment of the Placing Shares (as defined in the Circular) on the terms set out in the Placing Agreement be and is hereby approved;
  - (c) all other transactions contemplated under the Placing Agreement be and are hereby approved; and

- (d) the taking of all steps and doing of all things by the Company and its subsidiaries as the directors of the Company may deem necessary, desirable or expedient to implement, give effect to and/or complete the Placing Agreement and the transactions contemplated thereunder, including without limitation the issue and allotment of the Placing Shares and the amendment of the terms of the Placing Agreement as required by, or for the purposes of obtaining the approval of, relevant authorities or to comply with all applicable laws, rules and regulations, be and are hereby authorised, approved, confirmed and ratified.”

By order of the Board of  
**Qualipak International Holdings Limited**  
**Lam How Mun Peter**  
*Chairman and Managing Director*

Hong Kong, 20 October 2006

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*  
7th Floor  
China United Centre  
28 Marble Road  
North Point  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint one or more proxies to attend and vote instead of him.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer 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.
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 branch share registrar of the Company in Hong Kong, Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
4. A proxy need not be a member. A member may appoint a proxy in respect of part of his holding of shares in the Company.
5. In the case of joint holders of a share in the Company 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.

*As at the date of this announcement, the board of directors of the Company comprises seven executive directors, namely Dr. Lam How Mun Peter, Mr. Cheung Chung Kiu, Mr. Lam Hiu Lo, Mr. Leung Chun Cheong, Mr. Leung Wai Fai, Ms. Poon Ho Yee Agnes and Mr. Wu Hong Cho, and three independent non-executive directors, namely Mr. Lam Kin Fung Jeffrey, Mr. Wong Wai Kwong David and Mr. Wong Yat Fai.*

\* *For identification purposes only*