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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Texwinca Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**TEXWINCA HOLDINGS LIMITED**

**德永佳集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 321)**

**NOTICE OF ANNUAL GENERAL MEETING  
AND PROPOSAL FOR GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
RE-ELECTION OF DIRECTORS**

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A notice convening an annual general meeting of Texwinca Holdings Limited to be held at World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 25 August 2006 at 10:30 a.m. is set out on pages 17 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)).

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Registrar in Hong Kong, Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

\* *For identification purposes only*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	an annual general meeting of the Company to be held at World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 25 August 2006 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 19 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Bye-laws”	the bye-laws of the Company;
“Company”	Texwinca Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	27 July 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Member(s)”	duly registered holder(s) from time to time of the shares in the capital of the Company;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.05 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong.

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LETTER FROM THE BOARD

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**TEXWINCA HOLDINGS LIMITED**

**德永佳集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 321)**

*Executive Directors:*

Poon Bun Chak *(Chairman and Chief Executive Officer)*  
Poon Kai Chak  
Poon Kei Chak  
Poon Kwan Chak  
Ting Kit Chung

*Independent Non-executive Directors:*

Au Son Yiu  
Cheng Shu Wing  
Wong Tze Kin, David

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business:*

16th Floor, Metroplaza, Tower II  
223 Hing Fong Road  
Kwai Chung  
New Territories  
Hong Kong

27 July 2006

*To the shareholders*

Dear Sir/Madam,

**NOTICE OF ANNUAL GENERAL MEETING  
AND PROPOSAL FOR GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) granting of the Buyback Mandate to the Directors; (ii) granting of the Issuance Mandate to the Directors; and (iii) extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 2. BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Members of the Company held on 26 August 2005, general mandates were given to the Directors to exercise the powers of the Company to repurchase shares of the Company and to issue new shares of the Company respectively. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company in issue on the date of passing of such resolution (the "Buyback Mandate"). As at the Latest Practicable date, the issued share capital of the Company comprised of 1,326,288,104 shares. Subject to the passing of the resolution for the approval of the Buyback Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 132,628,810 Shares.
- (b) to allot, issue or deal with Shares on the Stock Exchange of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued share capital of the Company in issue on the date of passing of such resolution (the "Issuance Mandate"). As at the Latest Practicable date, the issued share capital of the Company comprised of 1,326,288,104 shares. Subject to the passing of the resolution for the approval of the Issuance Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Issuance Mandate to allot, issue and deal with a maximum of 265,257,620 Shares.
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in ordinary resolutions nos. 5 and 6 set out in the notice of the Annual General Meeting. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase or issue any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

### 3. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate and the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate.

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## LETTER FROM THE BOARD

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A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Branch Registrar in Hong Kong, Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

#### 4. RE-ELECTION OF DIRECTORS

In accordance with Clause 87 of the Bye-Laws, all the directors of the Company shall retire at each Annual General Meeting and the retiring directors shall be eligible for re-election.

At the Annual General Meeting, Messrs Poon Bun Chak, Poon Kai Chak, Poon Kei Chak, Poon Kwan Chak and Ting Kit Chung will retire as executive directors and Messrs Au Son Yiu, Cheng Shu Wing and Wong Tze Kin, David will retire as independent non-executive directors. All of them have offered themselves for re-election at the forthcoming Annual General Meeting.

To comply with the requirements of the Listing Rules, details of the aforesaid retiring directors who have proposed to be re-elected at the Annual General Meeting are set out in Appendix III to this circular.

#### 5. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate and the granting/extension of the Issuance Mandate are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

#### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buyback Mandate), Appendix II (Procedure by which the Shareholders may demand a poll at a general meeting pursuant to the Bye-laws) and Appendix III (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
On behalf of the Board  
**Poon Bun Chak**  
*Chairman*

This Appendix serves an explanatory statement, as required by the Listing Rules, containing requisite information to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

#### **1. REASONS FOR REPURCHASES**

Though the Directors have no present intention to repurchase shares of the Company, they believe that the flexibility afforded by the Buyback Mandate would be beneficial to the Company and its shareholders. At any time in the future when shares are trading at a discount to their underlying value, the ability of the Company to repurchase shares will be beneficial to those shareholders who retain their investment in the Company since their percentage interests in the assets of the Company would increase in proportion to the number of shares repurchased by the Company.

#### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised of 1,326,288,104 Shares. Subject to the passing of the Ordinary Resolution referred to in item 5 of the notice of Annual General Meeting, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 132,628,810 Shares, representing 10% of the issued share capital of the Company, on the basis that no Shares will be issued or repurchased prior to the date of the Annual General Meeting.

#### **3. FUNDING OF REPURCHASES**

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws of the Company and all applicable laws, including the laws of Bermuda.

Bermuda law provides that the purchase of shares may only be effected out of the capital paid up on the shares to be repurchased, out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares of the Company made for the purpose of repurchase. Any amount of premium payable on the repurchase over the par value of the shares of the Company to be purchased must be provided for out of the funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the shares are repurchased.

If the Buyback Mandate was exercised in full at any time during the proposed repurchase period, there might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report of the Company for the year ended 31 March 2006). However, the Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### **4. DIRECTORS' DEALINGS AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Buyback Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell any Shares to the Company or that he or she has undertaken not to sell any Shares held by him/her to the Company in the event that the Buyback Mandate is approved by Shareholders.

## 5. MARKET PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2005		
July	6.550	5.650
August	6.200	5.300
September	6.000	4.975
October	5.400	4.950
November	6.100	5.200
December	5.800	5.250
2006		
January	5.850	5.450
February	6.150	5.550
March	6.450	5.550
April	6.000	5.400
May	5.700	4.875
June	5.650	5.050

## 6. DISCLOSURE OF INTEREST

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Buyback Mandate in accordance with the Listing Rules and laws of Bermuda.

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Messrs Poon Bun Chak, Poon Kei Chak, Poon Kwan Chak and Poon Kai Chak, all of them are executive directors of the Company, in aggregate were beneficially interested in 739,442,904 Shares representing 55.75% of the issued capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares in accordance with the terms of the Ordinary Resolution to be proposed at the Annual General Meeting, the interests of the abovesaid executive directors would be increased to approximately 61.95% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.



**7.    SHARE REPURCHASES MADE BY COMPANY**

No repurchase of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the 6 months preceding the date of this circular. In addition, the Company has no intention to repurchase Shares to such an extent which will result in the amount of Shares held by the public being reduced to less than 25% of the issued share capital of the Company.

The following paragraphs set out the procedure by which the Shareholders may demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Bye-laws.

According to clause 66(1) of the Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (a) the chairman of such meeting; or
- (b) at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) a Member or Members present in person or in the case of a Member being a corporation by its duly authorised 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 shares conferring that right.

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Bye-laws and will be proposed to be re-elected at the Annual General Meeting are provided below.

**(1) Mr Poon Bun Chak, aged 58, executive Director**

*Experience*

Mr Poon Bun Chak is the chairman and managing director overseeing the planning and development of the Group. He founded the Group in 1975 and has over 31 years of experience in the textile field. He holds directorships in certain subsidiaries of the Group. Mr Poon Bun Chak did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr Poon Bun Chak has entered into service contracts with the Group. The service contracts shall continue unless and until terminated by either the employer or Mr Poon Bun Chak by giving not less than 3 months' notice in writing or compensation in lieu.

*Relationships*

Mr Poon Bun Chak is a brother of Messrs Poon Kai Chak, Poon Kei Chak and Poon Kwan Chak, all of whom are the executive Directors of the Company. In addition, Mr Poon Bun Chak is a director of Perfection Inc. and a director and shareholder of Giant Wizard Corporation, which are substantial shareholders of the Company. Save as disclosed above, Mr Poon Bun Chak does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr Poon Bun Chak was interested or deemed to be interested in 704,720,104 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

Pursuant to the service contracts entered into between Mr Poon Bun Chak and the Group, Mr Poon Bun Chak is entitled to receive a basic annual salary of HK\$5,700,528 and a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting. Besides, Mr Poon Bun Chak is also entitled to receive a discretionary bonus to be decided by the Board. In addition, the Group is providing a quarter to Mr Poon Bun Chak.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(2) Mr Poon Kai Chak, aged 56, executive Director***Experience*

Mr Poon Kai Chak is responsible for the management of the manufacturing operation of the Group. He joined the Group in 1980 and has more than 26 years' experience in the textile industry. He holds directorships in certain subsidiaries of the Group. Mr Poon Kai Chak did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr Poon Kai Chak has entered into service contracts with the Group. The service contracts shall continue unless and until terminated by either the employer or Mr Poon Kai Chak by giving not less than 3 months' notice in writing or compensation in lieu.

*Relationships*

Mr Poon Kai Chak is a brother of Messrs Poon Bun Chak, Poon Kei Chak and Poon Kwan Chak, all of whom are the executive Directors of the Company. In addition, Mr Poon Kai Chak is a director of Perfection Inc., which is a substantial shareholder of the Company. Save as disclosed above, Mr Poon Kai Chak does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr Poon Kai Chak was interested or deemed to be interested in 18,302,800 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

Pursuant to the service contracts entered into between Mr Poon Kai Chak the Group, Mr Poon Kai Chak is entitled to receive a basic annual salary of HK\$3,939,012 and a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting. Besides, Mr Poon Kai Chak is also entitled to receive a discretionary bonus to be decided by the Board. In addition, the Group is providing a quarter to Mr Poon Kai Chak.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(3) Mr Poon Kei Chak, aged 54, executive Director***Experience*

Mr Poon Kei Chak is responsible for the purchases, sales and the overall management of the Group. He joined the Group on its establishment in 1975 and has more than 31 years' experience in the field. He holds directorships in certain subsidiaries of the Group. Mr Poon Kei Chak did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr Poon Kei Chak has entered into service contracts with the Group. The service contracts shall continue unless and until terminated by either the employer or Mr Poon Kei Chak by giving not less than 3 months' notice in writing or compensation in lieu.

*Relationships*

Mr Poon Kei Chak is a brother of Messrs Poon Bun Chak, Poon Kai Chak and Poon Kwan Chak, all of whom are the executive Directors of the Company. In addition, Mr Poon Kei Chak is a director of Perfection Inc. and a shareholder of Giant Wizard Corporation, which are substantial shareholders of the Company. Save as disclosed above, Mr Poon Kei Chak does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr Poon Kei Chak was interested or deemed to be interested in 31,977,200 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

Pursuant to the service contracts entered into between Mr Poon Kei Chak and the Group, Mr Poon Kei Chak is entitled to receive a basic annual salary of HK\$3,684,984 and a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting. Besides, Mr Poon Kei Chak is also entitled to receive a discretionary bonus to be decided by the Board. In addition, the Group is providing a quarter to Mr Poon Kei Chak.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(4) Mr Poon Kwan Chak, aged 60, executive Director***Experience*

Mr Poon Kwan Chak is responsible for the Group's merchandising and sales management. He joined the Group in 1976 and has more than 30 years' related experience. He holds directorships in certain subsidiaries of the Group. Mr Poon Kwan Chak did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr Poon Kwan Chak has entered into service contracts with the Group. The service contracts shall continue unless and until terminated by either the employer or Mr Poon Kwan Chak by giving not less than 3 months' notice in writing or compensation in lieu.

*Relationships*

Mr Poon Kwan Chak is a brother of Messrs Poon Bun Chak, Poon Kai Chak and Poon Kei Chak, all of whom are the executive Directors of the Company. In addition, Mr Poon Kwan Chak is a shareholder of Giant Wizard Corporation, which is a substantial shareholder of the Company. Save as disclosed above, Mr Poon Kwan Chak does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr Poon Kwan Chak was interested or deemed to be interested in 16,442,800 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

Pursuant to the service contracts entered into between Mr Poon Kwan Chak and the Group, Mr Poon Kwan Chak is entitled to receive a basic annual salary of HK\$3,208,212 and a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting. Besides, Mr Poon Kwan Chak is also entitled to receive a discretionary bonus to be decided by the Board. In addition, the Group is providing a quarter to Mr Poon Kwan Chak.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(5) Mr Ting Kit Chung, aged 50, executive Director***Experience*

Mr Ting Kit Chung is responsible for the general administration and financial management of the Group. He joined the Group in 1991 and has more than 10 years' banking experience. He holds a Bachelor of Arts degree from the University of Hong Kong. He holds directorships in certain subsidiaries of the Group. Mr Ting Kit Chung did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr Ting Kit Chung has entered into service contracts with the Group. The service contracts shall continue unless and until terminated by either the employer or Mr Ting Kit Chung by giving not less than 3 months' notice in writing or compensation in lieu.

*Relationships*

Mr. Ting Kit Chung is the younger brother of Mr. Ting Kit Hung, the director and chief executive of the Group's motor and generator services operation. Save as disclosed above, Mr Ting Kit Chung does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr Ting Kit Chung was interested or deemed to be interested in 11,600,000 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

Pursuant to the service contracts entered into between Mr Ting Kit Chung and the Group, Mr Ting Kit Chung is entitled to receive a basic annual salary of HK\$3,363,996 and a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting. Besides, Mr Ting Kit Chung is also entitled to receive a discretionary bonus to be decided by the Board. In addition, the Group is providing a quarter to Mr Ting Kit Chung.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(6) Mr Au Son Yiu, aged 61, independent non-executive Director***Experience*

Mr Au Son Yiu has extensive experience in the securities industry. He is a director of The Association of Former Council Members of the Stock Exchange, a director of The Institute of Securities Dealers Limited, a consultant to Dao Heng Securities Limited, a member of the Election Committee for the financial services subsector election for the 1998 Legislative Council, and an independent non-executive director of several public listed companies namely Chun Wo Holdings Limited, Frankie Dominion International Limited and CEC International Holdings Limited. Mr Au was an independent non-executive director of Pacific Plywood Holdings Limited (retired on 21 June 2002), Junefield Department Store Group Limited (resigned on 30 December 2002), Midland Realty (Holdings) Limited (resigned on 19 August 2004) and Sun East Technology (Holdings) Limited (resigned on 20 May 2005). In addition, he is a former deputy chairman of The Hong Kong Securities Clearing Company Limited (1992–1994) and a former council member of the Stock Exchange (1988–1994).

*Length of service*

Mr Au Son Yiu has been a non-executive Director of the Company since 31 July 1995.

*Relationships*

Other than the relationship arising from his being an independent non-executive Director, Mr Au Son Yiu does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr Au Son Yiu was interested or deemed to be interested in 400,000 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

There is no service contract between Mr Au Son Yiu and the Company. Mr Au is entitled to receive a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.



**(7) Mr Cheng Shu Wing, aged 56, independent non-executive Director***Experience*

Mr Cheng Shu Wing is a director of Worldvest Capital Limited. He holds a Bachelor of Business Administration degree from the Chinese University of Hong Kong and has more than 30 years' experience in the banking and securities industries in Hong Kong. Mr Cheng was an executive director of Yanion International Holdings Limited (resigned on 20 May 2005) and an independent non-executive director of Xteam Software International Limited (resigned on 14 December 2004).

*Length of service*

Mr Cheng Shu Wing has been a non-executive Director of the Company since 6 July 1992.

*Relationships*

Other than the relationship arising from his being an independent non-executive Director, Mr Cheng Shu Wing does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr Cheng Shu Wing was interested or deemed to be interested in 400,000 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

There is no service contract between Mr Cheng Shu Wing and the Company. Mr Cheng is entitled to receive a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(8) Mr Wong Tze Kin, David, aged 43, independent non-executive Director***Experience*

Mr Wong Tze Kin, David is a director of CFL Anchor Limited, a private limited company incorporated in Hong Kong. Mr Wong holds a Bachelor of Science degree from the University of California at Berkeley. He is a member of the American Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. He has approximately 20 years' experience in accounting, corporate finance, fund management and stockbroking. Mr Wong Tze Kin did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr Wong Tze Kin, David has been a non-executive Director of the Company since 26 March 2004.

*Relationships*

Other than the relationship arising from his being an independent non-executive Director, Mr Wong Tze Kin, David does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr Wong Tze Kin, David was interested or deemed to be interested in 200,000 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

There is no service contract between Mr Wong Tze Kin, David and the Company. Mr Wong is entitled to receive a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

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## NOTICE OF ANNUAL GENERAL MEETING

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### TEXWINCA HOLDINGS LIMITED

德永佳集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 321)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Texwinca Holdings Limited (th “Company”) will be held at World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 25 August 2006 at 10:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2006;
2. To declare a final dividend;
3. To elect Directors and to authorise the Board of Directors to fix the Directors’ remuneration;
4. To appoint Auditors and to authorise the Board of Directors to fix the Auditors’ remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”;

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors 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 any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, the total nominal amount of additional shares to be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”; and

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors of the Company pursuant to resolution no. 6 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might

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## NOTICE OF ANNUAL GENERAL MEETING

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require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares since the granting of such general mandate referred to in the above resolution no. 5, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

By order of the Board  
**Chan Chi Hon**  
*Secretary*

Hong Kong, 27 July 2006

**Notes:**

- (a) The Register of Members of the Company will be closed from Friday, 18 August 2006 to Friday, 25 August 2006 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend for the year ended 31 March 2006 and for attending the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company’s Branch Registrar in Hong Kong, Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Thursday, 17 August 2006.
- (b) A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) To be valid, a form of proxy and the instrument appointing the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company’s Branch Registrar in Hong Kong, Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or the adjournment thereof.



# TEXWINCA HOLDINGS LIMITED

德永佳集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 321)

## PROXY FORM

### Form of proxy for use at the Annual General Meeting to be held on 25 August 2006

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of  
HK\$0.05 each in the share capital of the above-named Company (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or<sup>3</sup>  
\_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 25 August 2006 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the Resolutions set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote on my/our behalf in respect of the Resolutions as indicated below.

RESOLUTIONS	For <sup>4</sup>	Against <sup>4</sup>
1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2006.		
2. To declare a final dividend.		
3. (a) To elect Directors:		
(i) Mr. Poon Bun Chak	(i)	(i)
(ii) Mr. Poon Kai Chak	(ii)	(ii)
(iii) Mr. Poon Kei Chak	(iii)	(iii)
(iv) Mr. Poon Kwan Chak	(iv)	(iv)
(v) Mr. Ting Kit Chung	(v)	(v)
(vi) Mr. Au Son Yiu	(vi)	(vi)
(vii) Mr. Cheng Shu Wing	(vii)	(vii)
(viii) Mr. Wong Tze Kin, David	(viii)	(viii)
(b) To authorise the Board of Directors to fix the Directors' remuneration.		
4. To appoint Auditors and to authorise the Board of Directors to fix the Auditors' remuneration.		
5. Ordinary Resolution — To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total nominal amount of existing issued share capital.		
6. Ordinary Resolution — To grant a general mandate to the Directors to allot, issue and deal with additional shares in the share capital of the Company not exceeding 20% of the total nominal amount of existing issued share capital.		
7. Ordinary Resolution — To extend the general mandate granted to the Directors to allot and issue additional shares by the number of shares repurchased.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006 Signed<sup>5</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE BOXES MARKED "AGAINST". Failure to complete any or all the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders of a share, 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 holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which is signed or a certified copy of such power or authority, must be deposited at the Company's Branch Registrar in Hong Kong, Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the said meeting or adjourned Meeting.
8. The proxy need not be a member of the Company but must stand the meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

\* For identification purposes only