



BENEFUN INTERNATIONAL HOLDINGS LIMITED

奮發國際控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 01130)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Benefun International Holdings Limited (the “**Company**”) will be held at 4/F., Opulent Building, 402-406 Hennessy Road, Wan Chai, Hong Kong on Monday, 20 October 2008 at 4:00 p.m. for the follow purpose:–

1. (a) To re-elect the following directors:–
 - (i) Mr. Cheung Ngai Lam;
 - (ii) Mr. Tsang Chung Yu.
 - (b) To authorise the Board of Directors to fix the remuneration of director.
2. To consider and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:–

ORDINARY RESOLUTIONS

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited granting approval for the listing of and permission to deal in the ordinary shares in the share capital of the Company (the “**Shares**”) to be issued upon the exercise of the conversion rights attaching to the Convertible Notes (as defined in the circular dated 30 September 2008):–

- (a) the entering into of the Acquisition Agreement (as defined in the circular dated 30 September 2008) between the Company and Blackpool Stadium Limited, and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) the terms and conditions of the Convertible Notes be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorised to (i) issue the Convertible Notes; (ii) issue and allot to the holders of the Convertible Notes upon the due exercise of the conversion rights attaching to the Convertible Notes the appropriate number of new Shares; and (iii) do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution.”

By the order of the Board
Tan Sim Chew
Chairman

Hong Kong, 30 September 2008

<i>Registered Office:</i>	<i>Principal place of business in Hong Kong:</i>
Ugland House	23rd Floor
South Church Street, P.O. Box 309	Sing Ho Finance Building
George Town, Grand Cayman	166-168 Gloucester Road
Cayman Islands	Wan Chai
British West Indies	Hong Kong

Notes:

1. A proxy form for use at the meeting is enclosed.
2. Any shareholder of the Company (“**Shareholder**”) 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor 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.
4. To be valid, the form of proxy together with 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 deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person. In such event, his form of proxy will be deemed to have been revoked.
5. A proxy need not be a Shareholder. A Shareholder may appoint a proxy in respect of part of his holding of shares in the Company.
6. 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 comprises of four executive directors, namely Mr. TAN Sim Chew, Mr. ZHONG Ma Ming, Mr. FU Zi Cong and Mr. LO King Fat, Lawrence, and three independent non-executive directors, namely Mr. CHEUNG Ngai Lam, Mr. TSANG Chung Yu and Mr. LI Chun Ming, Raymond.

** For identification purposes only*