



**BENEFUN INTERNATIONAL HOLDINGS LIMITED**  
**奮發國際控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 1130)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Benefun International Holdings Limited (the "Company") will be held at Room M5, 4th Floor Opulent Building, 402-406 Hennessy Road Wanchai, Hong Kong on Friday, 16 December 2005 at 3:45 p.m. for the purpose of considering and, if though fit, passing the following resolutions which will be proposed as ordinary resolutions of the Company:–

**ORDINARY RESOLUTIONS**

No. 1

1. **"THAT** subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited ("the "Stock Exchange") granting approval for the listing of, and permission to deal in, the shares of HK\$0.01 each (the "Share") in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the new share option scheme (the "Scheme", the rules of which are contained in the document marked "A" produced to the meeting and for the purposes of identification is signed by the Chairman of the meeting), the adoption of the Scheme be and is hereby approved and any director of the Company be and is hereby authorized to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to implement and give full effect to the Scheme including but without limitation to the generality of the foregoing:–

(A) power and authority to administer the Scheme and grant options under the Scheme in accordance with its terms;

(B) the right to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and the Rules of Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited relating to modification and/or amendment of the Scheme; and

(C) the right to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options granted under the Scheme provided always that the total number of Shares subject to the Scheme, when aggregated with any Shares subject to any other share options schemes of the Company, shall not exceed 10 per cent of the relevant class of the issued share capital of the Company as at the date of passing of this ordinary resolution, but the Company may seek approval of its shareholders in general meeting to renew the 10 per cent limit under the Scheme provided that the maximum number of Shares which may be issued upon exercise of all outstanding options granted under the Scheme and any other share option schemes of the Company shall not exceed 30 per cent of the relevant class of issued share capital of the Company from time to time."

2. “**THAT** conditional upon the passing of the ordinary resolution specified as Resolution No. 1 (“Resolutions No. 1”) set out in the notice convening this meeting, the existing share option scheme of the Company which was adopted by the Company on 5 May 1997 be terminated with effect from the date on which Resolution No. 1 shall become unconditional.”

By Order of the Board  
**LO King Fat, Lawrence**  
*Secretary*

Hong Kong, 26 October 2005

*Hong Kong Office*  
23rd Floor  
Sing Ho Finance Building  
166-168 Gloucester Road  
Wanchai, Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed.
3. Where there are joint holders of a share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the meeting personally or by proxy, then one of the holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
4. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the Hong Kong Office of the Company at 23rd Floor, Sing Ho Finance Building, 166-168 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy as indicated above, the form of proxy will be deemed to have been revoked.

*As at the date hereof, the Board comprises seven directors of which Mr. TAN Sim Chew, Ms. CHEN Miao Zhu, Mr. Fu Zi Cong and Mr. LO King Fat Lawrence are executive directors and Mr. WONG Kwai Sang Kays, Mr. TSANG Chun Pong and Mr. LI Chun Ming Raymond are independent non-executive directors.*

\* *For identification purpose only*

Please also refer to the published version of this announcement in International Herald Tribune.