



# TECHWAYSON HOLDINGS LIMITED

## 德維森控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 2330)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** a special general meeting of Techwayson Holdings Limited (the “Company”) will be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 28 June 2006 at 10:00 a.m. to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

“**THAT:**

- (1) the execution of the Subscription and Option Agreement dated 26 May 2006 entered into between Weina and the Company (the “**Subscription and Option Agreement**”) (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the Company for the purpose of identification) in respect of the subscription of 250,000,000 of convertible redeemable preference shares (the “Convertible Shares”) by Weina at a subscription price of HK\$0.40 per Convertible Share and the grant by Weina to the Company of an option to require Weina during an option period to subscribe for an additional 100,000,000 Convertible Shares at a subscription price of HK\$0.40 per Convertible Share be and is hereby approved and the Directors be and are authorised to take such actions as they deem necessary or appropriate, including the issue and allotment of an aggregate of 350,000,000 Convertible Shares at a subscription price of HK\$0.40 per Convertible Share; and
- (2) the following individuals be and they are hereby reappointed as Directors and be and are hereby assigned the respective positions as shown below, with immediate effect:
  - (A) Mr. Gerard J. McMahon as non-executive Director of the Company;
  - (B) Dr. Sze Kwan as executive Director of the Company;
  - (C) Ms. Chan Siu Chu Debby as executive Director of the Company;
  - (D) Mr. Siek Fui as executive Director of the Company; and
  - (E) Mr. Liu Ping as executive Director of the Company.”

By order of the Board  
**Techwayson Holdings Limited**  
**CHEUNG Hiu Lan**  
*Secretary*

Hong Kong, 10 June 2006

\* For identification purposes only

*Notes:*

1. Any member of the Company entitled to attend and vote at the special general meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, anyone of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were 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 said persons so present whose name stands first on the register of members in respect of such share shall also be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with the principal place of business of the Company in Hong Kong at Suite 2905, Tower 1, Lippo Centre, 89 Queensway, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

*As at the date of this notice, the board of Directors of the Company comprises four Executive Directors, namely Dr. SZE Kwan, Mr. SIEK Fui, Ms. CHAN Siu Chu, Debby and Mr. LIU Ping, two Non-executive Directors, namely, Mr. LIN Gongshi and Mr. Gerard MCMAHON and three Independent Non-executive Directors, namely Mr. WEE Soon Chiang, Henny, Mr. WONG Kam Kau, Eddie and Mr. HUI Hung, Stephen.*

Please also refer to the published version of this announcement in The Standard.