



## **CLIMAX INTERNATIONAL COMPANY LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 439)

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (“**Special General Meeting**”) of Climax International Company Limited (the “**Company**”) will be held at Suite 303, Festival Walk Tower, 80 Tat Chee Avenue, Kowloon Tong, Hong Kong on Monday, 15 October 2007 at 3:00 p.m. to consider and, if thought fit, pass with or without modifications, the following resolution:

#### **SPECIAL RESOLUTION**

**“THAT** the bye-laws of the Company be amended as follows:

Bye-law 159 be deleted in its entirety and replaced by the following:

“159. Without prejudice to the power of the Company in general meeting in accordance with any of the provision of the Bye-Laws to appoint any person to be the Auditor and to fix remuneration of the Auditor, if the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Board shall have the power from time to time and at any time to fill the casual vacancy of Auditor and fix the remuneration of such Auditor. Subject to Bye-law 156(3), any Auditor so appointed shall hold office until the next following annual general meeting of the Company.”

By Order of the Board  
**Climax International Company Limited**  
**Kan Shiu Cheong, Frederick**  
*Chairman*

Hong Kong, 20 September 2007

*Head Office and Principal Place of Business:*  
Suite 303, Festival Walk Tower  
80 Tat Chee Avenue  
Kowloon Tong  
Hong Kong

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Notes:*

1. Any member of the Company entitled to attend and vote at a general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on his behalf. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf.
2. The enclosed form of proxy and (if required by the Board) 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, 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 any adjournment thereof. Delivery of any instrument of proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument of proxy shall be deemed to be revoked.
3. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such shares of the Company as if he was solely entitled thereto, but if more than one of such joint holders is 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 name stands first on the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. The enclosed form of proxy must be signed by the appointer or by his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.

*As at the date of this notice, the board of directors of the Company consists of seven executive directors, namely Mr. Kan Shiu Cheong, Frederick, Mr. Chan Hoi Lam, Mr. Yau Kang Nam, Mr. Jiang Hai Qing, Mr. Wong Hin Shek, Ms. Chan Siu Man and Ms. Lo Miu Sheung, Betty; two non-executive directors, namely Mr. Tse On Po, Vincent and Mr. Tse On Kin; and five independent non-executive directors, namely Mr. Ng Sui Keung, Professor Lai Kin Keung, Mr. Yueh Yung Hsin, Dr. Wong Yun Kuen and Ms. Chan Hoi Ling.*