



Asia Alliance Holdings Limited

亞洲聯盟集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 616)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of Asia Alliance Holdings Limited (the “Company”) will be held at 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Monday, 19 June 2006 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without amendments in the case of the ordinary resolutions) the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** the authorised share capital of the Company be and is hereby increased from HK\$6,500,000 to HK\$200,000,000 by the creation of an additional 19,350,000,000 new shares of HK\$0.01 each in the Company ranking pari passu in all respects with the existing share capital of the Company.”
2. **“THAT** conditional upon ordinary resolution number 1 being passed and the Listing Committee of the Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution):—
 - (a) upon the recommendation of the directors of the Company (“Directors”), an amount of not less than HK\$35,343,677.16 standing to the credit of the share premium account of the Company be capitalised and the Directors be and are hereby authorised to apply such amount in paying up in full at par 3,534,367,716 new shares of HK\$0.01 each in the capital of the Company (“Bonus Shares”) to be allotted, issued and distributed, credited as fully paid, to the members of the Company whose names appear on the register of members of the Company on 19 June 2006 (the “Record Date”), on the basis of nine Bonus Shares for every one existing share of HK\$0.01 each in the capital of the Company then held by them respectively (“Bonus Issue”);
 - (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum of association and bye-laws of the Company, rank pari passu in all respects with the existing issued shares of HK\$0.01 each in the capital of the Company, except that they will not be eligible for the bonus issue of shares mentioned in this resolution; and

- (c) the Directors be and are hereby authorised to do all acts and things as may be necessary or in their opinion expedient in connection with the allotment and issue of the Bonus Shares.”

SPECIAL RESOLUTION

3. “**THAT** subject to the due registration of the new name with the Registrar of Companies in Bermuda being completed, the name of the Company be changed from “Asia Alliance Holdings Limited” to “Easyknit Enterprises Holdings Limited” and on such change becoming effective the new Chinese name of “永義實業集團有限公司” be adopted to replace the existing Chinese name of “亞洲聯盟集團有限公司” for identification only and the directors of the Company be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as may be necessary or they may consider expedient to effect the change of name.”

By order of the Board of
Asia Alliance Holdings Limited
Tse Wing Chiu, Ricky
Chairman and Chief Executive Officer

Hong Kong, 19 May 2006

Notes:

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be delivered to the Company’s principal place of business in Hong Kong at 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Completion and return of the instrument appointing a proxy will not preclude shareholders from attending and voting in person at the meeting convened by the above notice or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

5. Where there are joint registered holders of any share, any one 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 be 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 alone be entitled to vote in respect thereof.

As of the date hereof, the executive directors of the Company are Mr. Tse Wing Chiu, Ricky and Ms. Lui Yuk Chu and the independent non-executive directors are Mr. Kan Ka Hon, Mr. Kwong Jimmy Cheung Tim and Mr. Lau Sin Ming.

** For identification only*

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