
NOTICE OF EXTRAORDINARY GENERAL MEETING



Milkyway Image Holdings Limited 銀河映像控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8130)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of the members of MILKYWAY IMAGE HOLDINGS LIMITED (the “Company”) will be held at 2/F., 77 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Monday, the 13th day of June 2005 at 2:30 p.m. for the purpose of considering, and if thought fit, passing the following resolution as an Ordinary Resolution:-

ORDINARY RESOLUTION

“**THAT** CCIF CPA Limited be and is hereby appointed as auditors of the Company to fill the vacancy left by the resignation of Messrs. Deloitte Touche Tohmatsu, and to hold office with immediate effect until the conclusion of the forthcoming Annual General Meeting at a remuneration to be fixed by the Board of Directors as it may reasonable think fit.”

By Order of the Board
Milkyway Image Holdings Limited
Law Sau Yiu Dennis
Chairman

Hong Kong, 13 May 2005

Registered office:
Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
Cayman Islands
British West Indies

Head office and principal place of business:
1st Floor
77 Hung To Road
Kwun Tong
Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person to represent the member.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Secretaries Limited at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. In accordance with the Articles of Association of the Company, the following person or members may demand that voting in respect of the resolution to be put to the Extraordinary General Meeting shall be taken on a poll:
 - (a) the chairman of such meeting; or
 - (b) at least three members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
 - (c) a member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
 - (d) a member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A poll may be demanded before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll.

* *For identification purpose only*