



# NEW WORLD MOBILE HOLDINGS LIMITED

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

(Stock code: 862)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the members of New World Mobile Holdings Limited (the “Company”) will be held at Concord Room 1, 8/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 14 October 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company.

### ORDINARY RESOLUTION

“**THAT:**

- (a) the allotment and issue by the Company of 16,153,846 shares of HK\$1.00 each in the share capital of the Company (the “Consideration Shares”) as fully paid at an agreed issued price of HK\$1.30 per share to New World CyberBase Limited (“NWC”) or its nominee(s) in full settlement of the Consideration (as hereinafter defined) upon completion of the conditional agreement dated 12 September 2005 (the “**Agreement**”), a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification, made between the Company and NWC in relation to the acquisition of the entire issued share capital of New World CyberBase Solutions (BVI) Limited (“NWCS”) by, and the assignment of the interest-free shareholder’s loan owing from NWCS to NWC and its subsidiaries (if any) to, the Company or its nominee(s) from NWC at the consideration of HK\$21,000,000 (the “Consideration”) be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised to allot and issue the Consideration Shares to NWC or its nominee(s) and that any one director of the Company be and is hereby authorised to do such acts or execute such other documents by hand or, in case of execution of documents under seal, to do so jointly with either the secretary or a second director of the Company or a person appointed by the board of directors of the Company, which in his or their opinion may be necessary, desirable or expedient in connection with the allotment and issue of the Consideration Shares.”

By Order of the Board  
**New World Mobile Holdings Limited**  
**Ho Pui Sin**  
*Company Secretary*

Hong Kong, 27 September 2005

*Registered office:*  
P.O. Box 309  
Ugland House  
South Church Street  
George Town  
Cayman Islands  
British West Indies

*Principal place of business  
in Hong Kong:*  
17th Floor  
Chevalier Commercial Centre  
8 Wang Hoi Road  
Kowloon Bay  
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, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and 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 registrars in Hong Kong, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such holders 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 holders be present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

*As at the date of this announcement, the Board comprises (i) five executive directors namely Dr. Cheng Kar Shun, Henry, Mr. Doo Wai Hoi, William, JP, Mr. Chow Yu Chun, Alexander, Mr. To Hin Tsun, Gerald and Dr. Wai Fung Man, Norman; (ii) two non-executive directors namely Mr. Ho Hau Chong, Norman and Mr. Lo Lin Shing, Simon; and (iii) three independent non-executive directors namely Mr. Hui Chiu Chung, JP, Mr. Kwong Che Keung, Gordon and Mr. Wei Chi Kuan, Kenny.*

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