



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 THE 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 11 March 2005 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendment as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (1) the agreement dated 24 December 2004 (the “Agreement”) and the supplemental agreement dated 28 December 2004 (the “Supplemental Agreement”), copies of which have been produced to this meeting marked “A” and “B” respectively and signed by the Chairman of this meeting for the purpose of identification, made between the People’s Government of Zhili Town, Wuxing District, Huzhou City, Zhejiang Province, the People’s Republic of China as vendor and Easyknit (Mauritius) Limited, a wholly owned subsidiary of the Company, as purchaser and the transactions contemplated thereunder including the acquisition of land and construction of waste water treatment plant and the investment in the setting up of manufacturing operations comprising garment manufacturing and bleaching and dyeing capabilities, upon the terms and subject to the conditions therein contained, be and are hereby approved, confirmed and ratified; and
- (2) the directors of the Company be and are hereby authorised to do all acts or execute all documents which in their opinion are necessary, desirable or expedient to carry out or to give effect to the terms of the Agreement and the Supplemental Agreement.”

By order of the board of
Asia Alliance Holdings Limited
Koon Wing Yee
President and Chief Executive Officer

Hong Kong, 21 February 2005

Notes:

1. Any shareholder entitled to attend and vote at the meeting of the Company 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. In the case of joint holders of a share, if more than one of such joint holders be 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 names stand in the register in respect of the joint holding.

As of the date hereof, the executive directors of the Company are Mr. Koon Wing Yee, Mr. Tsang Yiu Kai 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*.