



NEW WORLD MOBILE HOLDINGS LIMITED
新世界移動控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 862)

NOTICE OF THE 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 Meeting Rooms 606 and 607, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 3 January 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company.

ORDINARY RESOLUTIONS

1. **“THAT:–**

- (a) the entering into of the conditional agreement for sale and purchase dated 22 November 2006 (the “S&P 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, between the Company as vendor and New World Development Company Limited (the “Purchaser”) as purchaser, whereby the Company has agreed to sell and assign, and the Purchaser has agreed to purchase and accept the assignment of, or procure the purchase and acceptance of the assignment of, the entire issued share capital of Upper Start Holdings Limited (“Upper Start”) beneficially owned by the Company, and the loans owing by Upper Start to the Company, at an aggregate consideration of HK\$2,500 million (the “Consideration”), upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified and the transactions contemplated under the S&P Agreement, including but not limited to the partial payment of the Consideration by the Purchaser by way of set off against the aggregate amount owing by the Company to the Purchaser’s subsidiaries under (i) a subscription note of HK\$1,200 million due 5 July 2007 issued by the Company to a wholly-owned subsidiary of the Purchaser; (ii) the convertible bond of HK\$28,286,000 due 1 November 2007 issued by the Company to a wholly-owned subsidiary of the Purchaser; and (iii) three loan agreements dated 27 March 2006, 30 March 2006 and 29 May 2006 respectively between the Company as borrower and a wholly-owned subsidiary of the Purchaser as lender, be and are hereby approved, confirmed and adopted; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all acts and things and execute and deliver all documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the S&P Agreement.”

2. “**THAT:-**

- (a) subject to (i) completion of the S&P Agreement (as defined in the ordinary resolution numbered 1 set out in the notice of this meeting of which this resolution forms part); (ii) compliance with section 146 of the articles of association of the Company; and (iii) sufficiency of distributable reserves of the Company as at the date of completion of the S&P Agreement, a special dividend in respect of part of the cash portion of the Consideration (as defined in the ordinary resolution numbered 1 set out in the notice of this meeting of which this resolution forms part) receivable by the Company pursuant to the S&P Agreement as recommended by the board of directors of the Company be declared and paid to the shareholders of the Company whose names appear on the register of members of the Company at the close of business on a record date to be designated by the board of directors of the Company; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all acts and things and execute and deliver all documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to give effect to the foregoing.”

By Order of the Board
New World Mobile Holdings Limited
Sien Yun Man
Company Secretary

Hong Kong, 15 December 2006

Registered office:
P.O. Box 309
Ugland House
South Church Street
George Town
Grand Cayman
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 vote in his/her/its stead. In the case of a recognised clearing house, it may authorise such other person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. 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 registrar in Hong Kong, Abacus Share Registrars 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.

4. 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 any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. 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 are present at the meeting personally or by proxy, then the holder 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.
6. The register of members of the Company will be closed from Friday, 29 December 2006 to Wednesday, 3 January 2007 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify to vote at the EGM, all relevant share certificates (together with the accompanying documents of transfer, if required) must be lodged with the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Thursday, 28 December 2006.

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, Dr. Wai Fung Man, Norman, Mr. To Hin Tsun, Gerald and Mr. Chow Yu Chun, Alexander; (ii) two non-executive directors namely Mr. Lo Lin Shing, Simon and Mr. Ho Hau Chong, Norman; and (iii) three independent non-executive directors namely Mr. Tsui Hing Chuen, Willian, JP, Mr. Kwong Che Keung, Gordon and Mr. Hui Chiu Chung, JP.

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