
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold all your shares in MULTIFIELD INTERNATIONAL HOLDINGS LIMITED (the “Company”), you should at once hand this circular to the purchaser or to the bank or stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Multifield

Multifield International Holdings Limited

(萬事昌國際控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 898)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

(2) RE-ELECTION OF DIRECTORS

A notice convening the Annual General Meeting is set out on pages 85 to 87 of the Annual Report of the Company sent to you. A form of proxy for use at the Annual General Meeting is enclosed together with the Annual Report. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible to the Company’s Branch Share Registrar in Hong Kong, Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjournment thereof should you so desire.

**For identification purpose only*

EXPECTED TIMETABLE

2006

Latest time for lodging forms of proxy
for the Annual General Meeting 3:30 p.m. Monday, 26 June

Annual General Meeting 3:30 p.m. Wednesday, 28 June

DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“AGM”	the Annual General Meeting of the Company convened to be held on Wednesday, 28 June 2006, notice of which is set out on pages 85 to 87 of the Annual Report of the Company sent to Shareholders, and any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 85 to 87 of the 2005 Annual Report of the Company
“Board”	the Board of Directors
“Branch Share Registrar”	Tengis Limited, 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong
“Buyback Mandate”	a mandate enabling the Company to repurchase the Shares of the Company
“Company”	Multifield International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Connected Person”	has the meaning ascribed thereto in the Listing Rules
“Directors”	the directors including independent non-executive directors of the Company
“General Mandate”	a mandate enabling the Directors of the Company to issue and allot new shares
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 April 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holders of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Subsidiary”	has the meaning ascribed thereto in the Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Takeover Code”	Hong Kong Code on Takeovers and Mergers
“HK\$” and “cents”	Hong Kong dollars and cents respectively



Multifield International Holdings Limited

(萬事昌國際控股有限公司)*

(Incorporated in Bermuda with limited liability)

Executive Directors:

Lau Chi Yung, Kenneth (*Chairman*)
Lau Michael Kei Chi (*Vice-Chairman*)

Independent Non-executive Directors:

Choy Tak Ho
Lee Siu Man, Ervin
Wong Yim Sum

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal Place of Business:

8th Floor
Multifield House
54 Wong Chuk Hang Road
Hong Kong

22 April 2006

To the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

(2) RE-ELECTION OF DIRECTORS

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

On 19 April 2006, the Board announced the final results of the Company and its subsidiaries for the year ended 31 December 2005 and gave the shareholders of the Company a notice convening the AGM of the Company to be held on Wednesday, 28 June 2006. Resolutions will be proposed at the AGM to seek, inter alia, shareholders' approval for the renewal of the general mandate enabling the Directors to issue and allot new shares up to 20% of the issued share capital of the Company, the grant of a general mandate (the "Buyback Mandate") enabling the Company to repurchase its own shares up to 10% of the issued share capital of the Company and the grant of a general mandate enabling the Directors to issue and allot shares repurchased by the Company under the Buyback Mandate. This letter contains the explanatory statement in compliance with the Listing Rules of the Stock Exchange and to give all the information reasonably necessary to enable shareholders to make an informed decision on whether to vote for or against the resolutions to approve the purchase by the Company of its own shares.

* For identification purpose only

LETTER FROM THE BOARD

One of the purposes of this circular is to give you the explanatory statement which is set out in the appendix of this circular containing the requisite information as required by the relevant provisions in the Listing Rules of the Stock Exchange, which regulates the repurchase by companies with a primary listing on the Stock Exchange of their own shares on the Stock Exchange.

RE-ELECTION OF DIRECTORS

In accordance with the Company's Bye-laws, the Company's Director, namely, Mr. Lee Siu Man, Ervin will retire by rotation and, being eligible, will offer himself for re-election at the forthcoming AGM of the Company.

In order to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the re-election of Directors, the details of Mr. Lee Siu Man, Ervin is set out as follows:

Mr. Lee Siu Man, Ervin, aged 49, is a Registered Architect and Authorised Person in Hong Kong. He is a member of the Hong Kong Institute of Architects and the Royal Australian Institute of Architects, and the founder and currently the Managing Director of Fotton-ELA Architects Ltd. and Fotton-ELA Consultants Ltd. which provide comprehensive services including architecture, civil, structural and geotechnical engineering, town planning and estate surveying in the building and development field. In early 1999, Mr. Lee has also been elected as the Director of the Board of the Pok Oi Hospital and the President of North Kowloon Lions Club, both for the year 1999/2000.

Mr. Lee has served as an Independent Non-executive Director of the Company for 8 years. At present, Mr. Lee has no fixed term of service with the Company, but will be subject to retirement by rotation and re-election at the AGM of the Company in accordance with the provision of the Company's By-laws. Mr. Lee is entitled to a mutually agreed director's fee of HK\$60,000 per annum, which is determined with reference to the director's time commitment and expertise in the Company's affairs.

As at the Latest Practicable Date, Mr. Lee does not have any relationship with any directors, senior management, substantial shareholders and controlling shareholders of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lee as a Director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

VOTING AT THE ANNUAL GENERAL MEETING

In accordance with the Bye-laws of the Company, all resolutions put to the vote at the AGM shall be decided on a show of hands unless a poll is demanded:

- (a) by the Chairman of such meeting;
- (b) by at least 3 shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than 1/10 of the total voting rights of all the shareholders having the right to vote at the meeting.

RECOMMENDATION

The Directors consider that the proposals are in the interests of the Company and its shareholders. They therefore recommend that shareholders should vote in favour of resolutions nos. 4-6 set out in the notice of the AGM as they intend to do themselves in respect of the shares controlled by them.

By Order of the Board
Lau Chi Yung, Kenneth
Chairman

1. REASONS FOR REPURCHASES

The Directors of the Company have no present intention to repurchase any shares of the Company but believe that it is in the best interests of the Company and its shareholders to have a general authority from shareholders to enable the Directors to repurchase its own shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

2. SHARE CAPITAL

As at 22 April 2006 (the Latest Practicable Date prior to the printing of this circular), the issued share capital of the Company comprised 4,180,371,092 shares of HK\$0.01 each.

Subject to the passing of the resolution no. 5, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 418,037,109 shares (10% of the issued share capital as at 22 April 2006) on the basis that no further shares will be issued or repurchased prior to the date of the forthcoming AGM.

3. FUNDING OF REPURCHASES

Repurchases must be funded entirely from the Company's available cash flow or working capital facilities, which will be legally available for the purpose in accordance with the Company's Bye-laws and the laws of Bermuda. The Company is empowered by its Memorandum of Association and Bye-laws to purchase its shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium or contributed surplus accounts of the Company. Under Bermuda law, the shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced so that the shares may be subsequently re-issued.

If the Buyback Mandate were exercised in full, there might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2005). However, the Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS' DEALINGS AND CONNECTED PERSONS

None of the Directors of the Company nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their associates have notified the Company that they currently intend to sell shares to the Company or its subsidiaries in the event that the proposal is approved by shareholders.

No connected person of the Company (as defined in the Listing Rules) has notified the Company that he or she currently intends to sell shares to the Company nor has he/she undertaken not to sell any of such shares held by him/her to the Company in the event that the Company is authorised to make repurchases of its own shares.

5. SHARE PRICES

The highest and lowest prices at which the shares were traded on the Stock Exchange during each of the previous twelve months were as follows:

	PER SHARE	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2005		
April	0.135	0.135
May	0.135	0.128
June	0.150	0.122
July	0.149	0.145
August	0.145	0.103
September	0.144	0.103
October	0.139	0.100
November	0.138	0.095
December	0.139	0.104
2006		
January	0.136	0.106
February	0.133	0.109
March	0.138	0.106

6. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the date of this circular, no shares have been repurchased by the Company.

7. DIRECTORS' UNDERTAKING

The Directors of the Company have undertaken to the Stock Exchange that they will exercise the Buyback Mandate in accordance with the Listing Rules and the laws of Bermuda so far as the same may be applicable and in accordance with the regulations set out in the Bye-laws of the Company.

8. TAKEOVER CODES CONSEQUENCES

If, as a result of a repurchase of securities, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of The Codes on Takeovers and Mergers (the "Takeover Codes"). Accordingly, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Codes.

At present, the Company's substantial shareholder, Power Resources Holdings Limited ("Power Resources"), representing 64.24% of the Company's issued share capital. In the event that the Directors of the Company exercise in full the power to repurchase the shares, the percentage shareholding of Power Resources would be increased to approximately 71.38%. The Directors of the Company are not aware of any consequences which may arise under the Takeover Codes as a result of any purchase to be made under the Buyback Mandate and have no intention to exercise the Buyback Mandate to such extent as to result in the number of shares which are in the hands of the public falling below 25% of the issued share capital of the Company.