



有利集團有限公司[#]
Yau Lee Holdings Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 00406)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Yau Lee Holdings Limited (the “Company”) will be held at 10th Floor, Tower I, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 12 February 2008 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the tender as submitted by Smart Easy Enterprises Limited (the “**Purchaser**”) on 21 November 2007 to, and accepted on the same date by Century Score Limited (the “**Agreement**”), an indirect wholly-owned subsidiary of the Company, for the disposal of its entire interest in the property situate at No. 33 Sharp Street East and No. 11 Yiu Wa Street, Causeway Bay, Hong Kong, named the Express by Holiday Inn Causeway Bay Hong Kong to the Purchaser, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company, or if the affixation of the common seal is necessary, a director and the Secretary of the Company or such person or persons as authorised by the board of directors of the Company, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such other acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement as he/she/they may consider necessary, desirable or expedient.”

By order of the Board
Yau Lee Holdings Limited
Chui Man Lung, Everett
Company Secretary

Hong Kong, 18 January 2008

[#] for identification only

Registered Office:
Clarendon House
Church Street
Hamilton HM 11
Bermuda

Principal place of business:
10th Floor, Tower I
Enterprise Square
9 Sheung Yuet Road
Kowloon Bay
Kowloon
Hong Kong

Notes:

1. A form of proxy for use at the Special General Meeting is enclosed.
2. A member entitled to attend and vote at the Special General Meeting convened by the notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. The form of proxy must be signed under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised on that behalf.
4. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's principal place of business at 10th Floor, Tower I, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong at least 48 hours before the time fixed for holding the Special General Meeting or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
5. If two or more persons are jointly entitled to a share of the Company and are present at the Special General Meeting, only the joint holder whose name stands first in the Register of Member of the Company in respect of the joint holding is entitled to vote at the Special General Meeting.

As at the date hereof, the Board of Directors comprises of Wong Ip Kuen (Chairman), Wong Tin Cheung, So Yau Chi, Sun Chun Wai as Executive Directors and Yeung Tsun Man, Eric, Wu King Cheong, Chan Bernard Charnwut as Independent Non-executive Directors.