

**USI Holdings Limited**  
**富聯國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 369)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of USI Holdings Limited (the “**Company**”) will be held at 25th Floor, Unimix Industrial Centre, 2 Ng Fong Street, San Po Kong, Kowloon, Hong Kong on Tuesday, 30 December 2008 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution:

**ORDINARY RESOLUTION**

**“THAT:**

- (i) the terms of the 2008 Agreement (as defined in the circular of the Company dated 15 December 2008 (the “Circular”)) and the Transactions (as defined in the Circular) and the execution of the 2008 Agreement by Gieves Limited, a wholly-owned subsidiary of the Company (a copy of which has been produced to this meeting and initialled by the Chairman of this meeting for identification purpose) be and are hereby confirmed, approved and ratified;
- (ii) the Annual Caps (as defined in the Circular) for the three year ending 31 December 2011 be and are hereby approved; and
- (iii) any one of the directors of the Company be authorized to sign and execute all such further documents and to do all such things as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the 2008 Agreement, the Transactions and the Annual Caps.”

By Order of the Board of

**USI Holdings Limited**

**Fung Ching Man, Janet**

*Company Secretary & Chief Financial Officer*

Hong Kong, 15 December 2008

\* *For identification purpose only*

*Notes:*

1. A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company but must be present in person to represent the shareholder. Completion and return of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the above meeting.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the Company's Hong Kong Branch Share Registrars Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
4. A circular containing information in connection with this notice has been sent to Shareholders of the Company.

As at the date of this announcement, the directors of the Company are:

**Executive Directors:**

Cheng Wai Chee, Christopher, Cheng Wai Sun, Edward, Cheng Man Piu, Francis, Chow Wai Wai, John, Ng Tak Wai, Frederick and Au Hing Lun, Dennis

**Non-executive Directors:**

Kwok Ping Luen, Raymond, Wong Yick Kam, Michael (also an alternate to Kwok Ping Luen, Raymond), Hong Pak Cheung, William and Loh Soo Eng

**Independent Non-executive Directors:**

Simon Murray, Fang Hung, Kenneth and Yeung Kit Shing, Jackson