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This announcement, for which the directors (the “Directors”) of FX Creations International Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



FX CREATIONS INTERNATIONAL HOLDINGS LIMITED

豐盛創意國際控股有限公司*

(Stock code: 8136)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the enactment of the SFO and the amendments to the GEM Listing Rules, the Directors propose to amend the Articles of Association.

A circular containing details of the proposed amendments to the Articles of Association will be despatched to the Shareholders on 28th June 2004.

In light of the enactment of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) with effect from 1st April 2003 and the amendments to the GEM Listing Rules with effect from 31st March 2004, the Directors propose to amend the existing articles of association of the Company (the “Articles of Association”). In principle, the Articles of Association will be amended in the following respects:

- (a) in Article 2, “associate” shall be added to the definition to mean the meaning attributed to it in the GEM Listing Rules;
- (b) in Article 2, “clearing house” shall be amended to mean a clearing house or authorised share depository recognised by the laws of the jurisdiction in which the shares are listed or quoted on a stock exchange in such jurisdiction;

* For identification purposes only

- (c) in Article 88, the minimum length of the period during which notice to the Company of the intention to propose a person for election as a Director and during which notice to the Company by such person of his willingness to be elected may be given will be at least 7 days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than 7 days prior to the date of such meeting;
- (d) in Article 103, the Directors shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest and he shall not be counted in the quorum at the relevant board meeting; and
- (e) in Article 76(2), where any shareholder of the Company (the “Shareholder”) is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.

A special resolution will be proposed at the forthcoming annual general meeting of the Company to be held on 30th July 2004 to seek the Shareholders’ approval of the above amendments to the Articles of Association.

A circular containing details of the proposed amendments to the Articles of Association will be despatched to the Shareholders on 28th June 2004.

As at the date of this announcement, the board of directors of the Company comprises three executive Directors, namely, Mr. Ng Pak To, Petto, Mr. Ho Kai Chung, David and Mr. Ong Chor Wei, one non-executive Director, namely, Mr. Wong Wai Shan and three independent non-executive Directors, namely, Mr. Christopher C. Leu, Ms. Kau Man Wai, Leslie and Mr. Guo Jian.

By order of the Board
FX Creations International Holdings Limited
Ng Pak To, Petto
Chairman

Hong Kong, 25th June 2004

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