

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 Victoria IV, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street Central, Hong Kong on Friday, 6 June 2008 at 11:00 a.m. (or as soon as the annual general meeting of the Company convened at the same place and on the same date at 10:00 a.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the execution by the Company of a joint venture and shareholders agreement dated 23 April 2008 (the “**JV Agreement**”) with Kualiti Gold Sdn. Bhd. and DNP Holdings Berhad (a copy of which has been produced to this meeting and initialled by the Chairman of this meeting for identification purposes) be confirmed, approved and ratified and any one of the directors of the Company be authorised 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 JV Agreement or any of the transactions contemplated thereunder.”

By Order of the Board of
USI Holdings Limited
Fung Ching Man, Janet
Company Secretary & Chief Financial Officer

Hong Kong, 22 May 2008

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.

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.

* *For identification purpose only*

2. In order to be valid, the Form of Proxy 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).
3. A circular containing information in connection with this notice has been sent to shareholders of the Company.

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

Executive directors:

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

Non-executive directors:

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

Independent non-executive directors:

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