



# Willie International Holdings Limited

## 威利國際控股有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 273)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Willie International Holdings Limited (the “Company”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. on Friday, 16th September, 2005 for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolution and special resolution:–

#### **ORDINARY RESOLUTION**

1. **“THAT** the entering into of the conditional agreement (“Agreement”) dated 3rd August, 2005 between the Company and Hennabun Management International Limited (“HMIL”) pursuant to which the Company:–
  - (i) agreed to procure that Top Ultimate Limited (“Top Ultimate”), a wholly-owned subsidiary of the Company sells to HMIL or its nominee one share in the capital of Supercapital Investments Limited (“Supercapital”) for a consideration of HK\$7.8 to be satisfied in cash and assigns to HMIL or its nominee a shareholders loan in the principal amount of approximately HK\$41.41 million as at 31st July, 2005 owed by Supercapital to Top Ultimate which loan is interest free and repayable on demand for a consideration of HK\$41 million to be satisfied by the issue of 8% convertible note in the principal amount of HK\$41 million due on the day immediately preceding the tenth anniversary of the date of issue by HMIL to the Company or its nominee; and
  - (ii) the Company agreed to procure that its subsidiary, CU International Finance Limited (“CUIF”) surrenders a 6% convertible note issued by HMIL to CUIF in January 2004 with an outstanding principal amount of HK\$95 million due on 2007 in consideration of an issue of a 8% convertible note in the principal amount of HK\$105 million due on a day immediately preceding the tenth anniversary of the date of issue by HMIL to the Company or its nominee;

(a copy of the Agreement has been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification purpose) be and is hereby approved, ratified and confirmed and that the directors of the Company be and are hereby authorised to implement the transactions referred to in the Agreement and to do all such acts and things and sign such documents as they shall in the absolute discretion and consider necessary or desirable to give effect to the Agreement and the arrangements contemplated thereunder.”

## **SPECIAL RESOLUTION**

2. **“THAT** the articles of association of the Company be and are hereby amended in the following manner:–

(a) By substituting the existing Article 100 with the following new Article 100:

“100 The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Directors according to Article 99. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.”;

(b) By deleting the first sentence of the existing Article 120 and substituting the following new sentence:–

“120 Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation such that each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting.”; and

- (c) By deleting the existing Article 122 and substituting the words “Intentionally deleted”.”

By Order of the Board  
**Willie International Holdings Limited**  
**King Phillip**  
*Executive Director*

Dated 24th August, 2005

*Registered Office:*

32nd Floor, China United Centre  
No. 28 Marble Road  
North Point  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company at 32nd Floor, China United Centre, No. 28 Marble Road, North Point, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
  
5. As at the date of this notice, the Board comprises six executive directors, namely, Mr. Chuang Yueheng, Henry, Mr. King Phillip, Mr. Lo Kan Sun, Mr. Wong Ying Seung, Asiong, Mr. Wong Wai Man, Raymond and Mr. Chung Wilson, one non-executive director, Mr. Lau Da Yip and five independent non-executive directors, namely Mr. Lam Ping Cheung, Mr. Miu Frank H., Mr. Nakajima Toshiharu, Ms. Lin Wai Yi and Mr. Pang Shuen Wai, Nichols.