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BaWang International (Group) Holding Limited

霸王國際（集團）控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01338)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of BaWang International (Group) Holding Limited (the “**Company**”) will be held at 4/F, Grand Ballroom, BaWang International Hotel, 181 Tangle Road, Tangyong Village, Xinshi, Baiyun District, Guangzhou, China at 4:00 p.m. on Friday, 31 May 2013 for the following purposes:

1. To receive and consider the audited financial statements and the report of directors of the Company (the “**Director(s)**”) and auditors of the Company (the “**Auditors**”) for the year ended 31 December 2012.
2. (A) (i) To re-elect Ms. WAN Yuhua as executive Director;
(ii) To re-elect Ms. GUO Jing as non-executive Director;
(iii) To re-elect Mr. CHEN Kaizhi as independent non-executive Director; and
(B) To authorise the board of directors (the “**Board**”) to determine the Directors’ remuneration.
3. To re-appoint KPMG as auditors and authorise the Board to determine their remuneration.
4. To consider and, if thought fit, to pass the following as ordinary resolutions:
(A) “**THAT**
 - (i) subject to paragraph (iii) of this resolution, the exercise by the directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with the additional shares in the capital of the Company, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which might require the exercise of such powers after the end of the Relevant Period;

* for identification purpose only

(iii) the aggregate nominal amount of the issued shares capital of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or deal with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Right Issue (as defined below); or (b) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(aa) the conclusion of the next annual general meeting of the Company;

(bb) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and

(cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Right Issue” means an offer of shares or other securities giving the rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company, or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China). ”

(B) **“THAT**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of the company on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchanges, be and is hereby generally and unconditionally approved and authorised;
- (ii) the aggregate nominal amount of the issued share capital of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (aa) the conclusion of the next annual general meeting of the Company;
- (bb) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

5. To consider and, if thought fit, to pass the following as ordinary resolution:

“THAT conditional upon resolutions No. 4(A) and 4(B) being passed, the aggregate nominal amount of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution No. 4(B) shall be added to the aggregate nominal amount of shares of the Company that may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution No. 4(A) above.”

Yours faithfully,
By Order of the Board
BaWang International (Group) Holding Limited
CHEN Qiyuan
Chairman

29 April, 2013

Notes:

1. The register of members of the Company will be closed from Wednesday, 29 May 2013 to Friday, 31 May 2013, both days inclusive, during which period no transfer of shares will be registered.
2. In order to be entitled to attend and vote at the Annual General Meeting all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 28 May 2013.
3. Any member entitled to attend and vote at the Annual General Meeting is entitled appoint one or, if he holds two or more shares, more person(s) as his proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company.
4. Members having any queries relating to the annual general meeting and/or its venue may call the Company's hotline at +852-3150-6795 during business hours from 9:00 a.m. to 6:00 p.m. Monday to Friday, excluding public holidays or send an email to bawang@pordahavas.com

As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely, Mr. CHEN Qiyuan, Ms. WAN Yuhua, Mr. SHEN Xiaodi and Mr. WONG Sin Yung, one non-executive director, namely, Ms. GUO Jing, and three independent non-executive directors, namely, Mr. NGAI Wai Fung, Mr. LI Bida and Mr. CHEN Kaizhi.