



WAH NAM INTERNATIONAL HOLDINGS LIMITED

華南投資控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 159)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Wah Nam International Holdings Limited (the “Company”) will be held at Garden Room A & B, 2/F., Hotel Nikko Hong Kong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 15 October 2007, Monday, at 2:30 p.m. for the following purposes of considering and, if though fit, passing, with or without modifications, the following resolution:

ORDINARY RESOLUTION

(1) **“THAT:**

- (a) the sale and purchase agreement dated 13 June 2007 (the **“S&P Agreement”**), entered into by the Company and Parklane International Holdings Limited, (the **“Vendor”**) pursuant to which the Vendor has agreed to sell and the Company has agreed to acquire the entire issued share capital of Perryville Group Limited, details of the S&P Agreement are set out in the circular of the Company dated 27 September 2007 (the **“Circular”**) (a copy of the S&P Agreement and the Circular having been produced to the meeting marked **“A”** and **“B”** respectively and initiated for the purposes of identification by the chairman of the meeting) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) upon completion of the S&P Agreement, the directors of the Company be hereby authorised to issue the convertible note(s) of face value of HK\$120 million (the **“Convertible Note”**) pursuant to the S&P Agreement as part consideration for the acquisition under the S&P Agreement (a copy of the terms and conditions of the Convertible Note is appended to the S&P Agreement and a summary of the details of the terms and conditions are set out in the Circular);
- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Conversion Shares (as defined below), the directors of the Company be and are hereby generally and unconditionally authorised to issue and allot such number of new shares (the **“Conversion Shares”**) of HK\$0.10 each in the capital of the Company, credited as fully paid, to the holder(s) of the Convertible Note (or its/their nominee), upon conversion of the Convertible Note (in part or in full) and that the Conversion Shares, when issued and allotted, shall rank pari passu in all respects with all other shares of HK\$0.10 each in the capital of the Company in issue as at the date of such issue and allotment; and
- (d) any one director of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorised representative of the director or the secretary of the Company and to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the S&P Agreement”

**BY ORDER OF THE BOARD
LAI MEI FONG
COMPANY SECRETARY**

Hong Kong, 27 September 2007.

Head office and principal place of business in Hong Kong:

Room 902, 9/F.
East Ocean Centre
98 Granville Road
Tsimshatsui East
Kowloon, Hong Kong

Notes:

1. A member 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 vote in his stead. A proxy need not be a member of the Company.
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 be 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 share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the forms of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the above meeting or any adjournment thereof.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
5. The Chairman intends to demand poll voting for the resolution set out in the notice of the SGM.

As at the date hereof, the Board comprises Mr. Cheng Yung Pun, Mr. Yu Sui Chuen, Ms. Cheng Wing See, Nathalie as executive Directors, Mr. Luo ZhiJian as non-executive Director and Mr. Au-Yeung Tsan Pong, Davie, Mr. Fung Ka Choi and Mr. Wong Chu Fung as independent non-executive Directors.

* For identification purpose only