



## 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 of Wah Nam International Holdings Limited (the “Company”) will be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 9 September 2008 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

#### ORDINARY RESOLUTION

“**THAT:**

- (a) the sale and purchase agreement dated 6 June 2008 (the “**Agreement**”) entered into between the Company (as vendor), Leading Highway Limited (as purchaser) and Mr. Cheng Yung Pun (as guarantor of the Purchaser) in relation to the proposed disposal (the “**Disposal**”) of 2 shares of US\$1.00 each of Cableport Holdings Limited (“**Cableport**”) and the assignment of the unsecured non-interest bearing loan(s) advanced by the Company to Cableport with an aggregate sum of HK\$22,368,320.74 outstanding as at the date of the Agreement (the “**Assignment of Loans**”) at a total consideration of HK\$60,000,000 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the supplemental agreement dated 31 July 2008 entered into between the Company (as vendor), Leading Highway Limited (as purchaser) and Mr. Cheng Yung Pun (as guarantor of the Purchaser) amending the long stop date and the completion date of the Agreement be and are hereby approved, confirmed and ratified; and
- (c) any one director of the Company be and is hereby generally and 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

\* *for identification purpose only*

steps as he may in his absolute direction consider necessary, appropriate, desirable or expedient to give effect to or on connection with the transactions under the Agreement as amended by the supplemental agreement, the Disposal and the Assignment of Loans.”

By order of the board of directors of  
**Wah Nam International Holdings Limited**  
**Chan Kam Kwan, Jason**  
*Director*

Hong Kong, 9 August 2008

*Notes:*

1. A circular containing details of a special general meeting has been sent to the Shareholders today.
2. 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.
3. 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.
4. 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.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the board of directors of the Company comprises two executive directors, namely Mr. Cheng Yung Pun and Mr. Chan Kam Kwan, Jason, and three independent non-executive directors, namely Mr. Lau Kwok Kuen, Eddie, Mr. Uwe Henke Von Parpart and Mr. Wilton Timothy Carr Ingram.*