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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 GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Willie International Holdings Limited 威利國際控股有限公司 (the “**Company**”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 10:00 a.m. on Thursday, 4 September 2014 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution which will be proposed as an ordinary resolution:-

ORDINARY RESOLUTION

“THAT

- (a) the agreement (“**Agreement**”) dated 7 May 2014 entered into between Co-Lead Holdings Limited (“**Co-Lead**”) and Freeman Corporation Limited (“**FCL**”) in relation to the proposed acquisition of 300,000,000 new shares of FCL to be issued by FCL to Co-lead, which has been produced to the meeting and marked “**A**” and signed by the chairman of the meeting for the purpose of identification, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one or more of the directors of the Company be and is hereby authorized for and on behalf of the Company to do all acts and things and execute any agreement, deeds, instruments and any other documents, under hand or under seal (where necessary) in accordance with the articles of association of the Company, or agree to such variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of such director or directors, necessary, appropriate or desirable to give full effect to and/or to complete the Agreement and all transactions contemplated thereunder.”

By Order of the Board

WILLIE INTERNATIONAL HOLDINGS LIMITED

Dr. Chuang Yueheng, Henry

Chairman

Hong Kong, 19 August 2014

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. To be valid, 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 Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, 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.

As at the date of this notice, the Board comprises:

Executive Directors:

Dr. Chuang Yueheng, Henry
Mr. Wong Ying Seung, Asiong
Mr. Cheung Wing Ping
Ms. Cheung Ka Yee
Mr. Man Wai Chuen

Independent Non-executive Directors:

Mr. Wen Louis
Mr. Yau Yan Ming, Raymond
Mr. Frank H. Miu
Dr. Antonio Maria Santos