



# Willie International Holdings Limited

## 威利國際控股有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 273)**

**(Warrant Code: 614)**

### **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 on Monday, 4 August 2008 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as a special resolution and an ordinary resolution respectively:—

#### **SPECIAL RESOLUTION**

1. “THAT conditional upon (i) 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 Adjusted Shares (as defined below) and (ii) the Capital Reduction (as defined below) becoming effective on the registration by the Registrar of Companies in Hong Kong of a copy of resolution passed by the holders of the shares of the Company, a copy of a minute containing the particulars required under section 61A of the Companies Ordinance (Laws of Hong Kong, Cap 32) (the “Companies Ordinance”) and a statement in the prescribed form signed by an officer of the Company certifying that the relevant conditions under the Companies Ordinance have been satisfied:—
  - (A) the authorised capital of the Company be reduced from HK\$5,000,000,000 divided into 50,000,000,000 shares of HK\$0.10 each to HK\$1,000,000,000 divided into 50,000,000,000 shares of HK\$0.02 each and that such reduction be effected by cancelling capital paid up or credited as paid up to the extent of HK\$0.08 per share upon each of the shares in issue and by reducing the nominal value of all the issued and unissued shares in the capital of the Company from HK\$0.10 to HK\$0.02 per share (the “Capital Reduction”);
  - (B) subject to and forthwith upon the Capital Reduction taking effect, every 5 shares of such 50,000,000,000 shares of HK\$0.02 each be consolidated into one share of HK\$0.10 each (the “Adjusted Share”) in the capital of the Company (the “Share Consolidation”);
  - (C) subject to the Capital Reduction taking effect, the credit arising from the Capital Reduction be credited to the share premium account of the Company;

- (D) all of the Adjusted Shares resulting from the Capital Reduction and Share Consolidation shall rank *pari passu* in all respects and have the rights and privileges and be subject to the restrictions contained in the Company's articles of association; and
- (E) the directors of the Company be and are hereby authorised generally to do all things they may consider appropriate and desirable to effect and implement the Capital Reduction, Share Consolidation and application of credit arising from the Capital Reduction."

#### **ORDINARY RESOLUTION**

- 2. "THAT conditional on the Capital Reduction and Share Consolidation referred to in resolution (1) becoming effective and on the obligations of Get Nice Securities Limited and Orient Securities Limited (the "Underwriters") becoming unconditional under the underwriting agreement dated 18 June 2008 (the "Underwriting Agreement") between the Company and the Underwriters:—
  - (i) the issue of not less than 1,749,721,295 and not more than 2,294,641,260 Adjusted Shares as defined in Resolution 1 of the notice convening this meeting ("Rights Shares") pursuant to an offer by way of rights to holders of shares in the Company at HK\$0.15 per Rights Share (the "Rights Issue") in the proportion of five Rights Shares for every two Adjusted Shares held by the Shareholders whose names appear on the register of members of the Company on 4 August 2008 (or such other date as the Underwriters may agree in writing with the Company) (the "Record Date") other than those Shareholders whose addresses on the register of members of the Company are outside Hong Kong on the Record Date and whom the Directors consider it necessary or expedient not to offer the Rights Issue to such Shareholders on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place (the "Non Qualifying Shareholders"), on and subject to the terms and conditions set out in a circular to the Shareholders in respect of the Rights Issue dated 11 July 2008 (the "Circular") (a copy of which having been produced to this meeting and marked "A" and initialled by the chairman of the meeting for the purpose of identification) and on such other terms and conditions as may be determined by the directors of the Company be and is hereby approved provided that (i) fractional entitlements shall not be issued but shall be aggregated and sold if premium net of expenses could be obtained for the benefit of the Company; (ii) no Rights Shares shall be offered to Non Qualifying Shareholders and the Rights Shares which would otherwise have been offered to them shall be sold if a premium net of expenses is obtained and to the extent that such rights can be sold, the net proceeds of such sale (after deducting the expenses of sale) be distributed to the Non Qualifying Shareholders pro rata to their holding of shares provided further that individual amounts of HK\$100 or less shall be retained for the benefit of the Company; and (iii) to the extent that the Rights Shares referred to in (i) and (ii) above are not sold as aforesaid, such Rights Shares together with any Rights Shares provisionally allotted but not accepted shall be offered for application under forms of application for excess Rights Shares; and

- (ii) the directors of the Company be and is hereby authorised to issue and allot the Rights Shares on terms as set out in the Circular and to do all such acts and things, to sign and execute all such further documents and to take such steps as the directors of the Company may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue and any of the transactions contemplated thereunder.”

By order of the Board  
**Willie International Holdings Limited**  
**Chan Mee Sze**  
*Company Secretary*

Hong Kong, 11 July 2008

**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 appointer or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
- (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 must be deposited at office of the Company’s share registrar and transfer office, **Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 proposed 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 four executive Directors, namely, Mr. Chuang Yueheng, Henry, Mr. King Phillip, Mr. Wong Ying Seung, Asiong and Mr. Wang Lin and four independent non-executive Directors, namely, Ms. Lin Wai Yi, Mr. Liu Jian, Mr. Shum Ming Choy and Mr. Yau Yan Ming, Raymond.