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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 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 at 9:00 a.m. on 7 May 2010 for the purpose of considering and, if thought fit, passing, with or without amendment, the following resolution which will be proposed as an ordinary resolution:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the conditional agreement (the “Agreement”) dated 24 March 2010 between Grace Shine Investments Limited (the “Vendor”), a non wholly-owned subsidiary of the Company, Forefront Group Limited (the “Purchaser”) pursuant to which, inter alia, the Vendor agreed to sell and the Purchaser agreed to purchase 1 share in Perfect Time Investments Limited (“Perfect Time”) representing the entire issued share capital of Perfect Time and a related shareholders loan for an aggregate consideration of HK\$100,000,000 to be satisfied by the issue of 400,000,000 new shares of HK\$0.10 each in the Purchaser, credited as fully paid at HK\$0.25 per share on completion (a copy of the Agreement having been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification) be and is hereby confirmed, approved and ratified; and
- (b) the directors of the Company be and are hereby authorised to take such actions and execute such documents to effect the Agreement and transactions contemplated under the Agreement and to sign or execute such other documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary or desirable for the purposes of giving effect to the Agreement.”

By order of the Board  
**WILLIE INTERNATIONAL HOLDINGS LIMITED**  
**King Phillip**  
*Managing Director*

Hong Kong, 21 April 2010

*Registered Office:*

32/F., China United Centre  
28 Marble Road  
North Point  
Hong Kong

*As at the date of this notice, the Board comprises four executive Directors, namely, Dr. Chuang Yueheng, Henry, Mr. King Phillip, Mr. Wong Ying Seung, Asiong and Mr. Wang Lin and four independent non-executive Directors, namely, Mr. Cheung Wing Ping, Mr. Liu Jian, Mr. Wen Louis and Mr. Yau Yan Ming, Raymond.*

**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, Computershare Hong Kong Investor Services Limited, at 17M Floor, 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, 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.