

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 (the “**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 Monday, 30 May 2011 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:-

ORDINARY RESOLUTIONS

1. “**THAT** the authorised share capital of the Company to be increased from HK\$20,000,000 divided into 2,000,000,000 ordinary shares of HK\$0.01 each (the “**Shares**”) to HK\$100,000,000 divided into 10,000,000,000 Shares by the creation of an additional 8,000,000,000 new Shares (the “**Capital Increase**”) ranking pari passu in all respects with the existing Shares.”
2. “**THAT** conditional upon (i) the Capital Increase referred to in the resolution numbered 1 of the notice convening this meeting becoming effective and; (ii) the fulfillment of the conditions in the underwriting agreement dated 8 April 2011 (as amended by a supplemental agreement dated 6 May 2011) (the “**Underwriting Agreement**”) entered into between Chung Nam Securities Limited, Get Nice Securities Limited and Emperor Securities Limited (the “**Underwriters**”) and the Company in relation to the Rights Issue (as defined in paragraph (b) below), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the Meeting for the purpose of identification:-
 - (a) the Underwriting Agreement be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do such acts or execute such documents which may be necessary, appropriate, desirable or expedient in his opinion to carry into effect or to give effect to the terms of the Underwriting Agreement;
 - (b) the allotment and issue of not less than 2,368,559,728 and not more than 3,079,127,640 Shares as defined in the resolution numbered 1 of the notice convening the Meeting (“**Rights Shares**”) pursuant to an offer by way of rights to holders of Shares at HK\$0.125 per Rights Share in the proportion of eight Rights Shares for every Share held (the “**Rights Issue**”) by holders of Shares (the “**Shareholders**”) whose names appear on the register of members of the Company on 30 May 2011 (or such other date as Chung Nam Securities Limited (on behalf of 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, based on legal opinions provided by legal advisers, 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 13 May 2011 (the “**Circular**”) (a copy of which having been produced to this meeting and marked “B” 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 (if any) shall not be issued to the Shareholders otherwise entitled thereto but shall be aggregated and sold if a 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

- (c) any one director 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 Underwriting Agreement and/or the Rights Issue and any of the transactions contemplated thereunder.”

By order of the Board
Willie International Holdings Limited
Dr. Chuang Yueheng, Henry
Chairman

Hong Kong, 13 May 2011

Notes:

- (1) A form of proxy to be used for the Meeting is enclosed herewith.
- (2) Any member of the Company entitled to attend and vote at the Meeting of the Company shall be 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.
- (3) To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

- (4) 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 any adjourned meeting, and in default the instrument of proxy shall not be treated as valid.
- (5) 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 names stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

At at the date of this notice, the Directors are as follows:

Executive Directors:

Dr. Chuang Yueheng, Henry
Mr. Wong Ying Seung, Asiong
Mr. King Phillip
Mr. Wang Lin

Independent Non-Executive Directors:

Mr. Cheung Wing Ping
Mr. Liu Jian
Mr. Wen Louis
Mr. Yau Yan Ming, Raymond