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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)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 22 DECEMBER 2011  
AND  
CAPITAL REORGANISATION**

The Board is pleased to announce that all the resolutions relating to (i) the Capital Reorganisation; (ii) the Further Capital Reduction; (iii) the Specific Mandate to issue Shares to Freeman Financial Corporation Limited pursuant to the Share Subscription Agreement; (iv) the Issue Mandate to issue Shares; and (v) the refreshment of scheme mandate limit of the Share Option Scheme were duly passed by way of poll at the EGM held on 22 December 2011.

Reference is made to the circular (the “Circular”) issued by Willie International Holdings Limited (the “Company”) dated 30 November 2011. Capitalised terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

**POLL RESULTS OF THE EGM**

The Board is pleased to announce that at the EGM held on 22 December 2011, all the resolutions relating to (i) the Capital Reorganisation; (ii) the Further Capital Reduction; (iii) the Specific Mandate to issue Shares to Freeman Financial Corporation Limited pursuant to the Share Subscription Agreement; (iv) the Issue Mandate to issue Shares; and (v) the refreshment of the scheme mandate limit of the Share Option Scheme were duly passed by the Shareholders and/or the Independent Shareholders respectively by way of poll at the EGM. The Company’s share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. The poll results are as follows:

| <b>Special Resolutions</b>   |   | <b>Number of votes<br/>(approximate %)</b> |                       | <b>Total<br/>number of<br/>votes cast</b> |
|--|---|--|-----------------------|---|
|  |   | <b>For</b>                                 | <b>Against</b>        |   |
| (1)  | To approve the Capital Reorganisation   | 1,680,344,411<br>(99.998786%)              | 20,396<br>(0.001214%) | 1,680,364,807                             |
| (2)  | To approve the Further Capital Reduction  | 1,680,344,411<br>(99.998786%)              | 20,396<br>(0.001214%) | 1,680,364,807                             |
| As more than 75% of the votes were cast in favour of the above resolutions numbered 1 and 2, these two special resolutions were duly passed.       |   |  |                       |   |
| <b>Ordinary Resolutions</b>  |   | <b>Number of votes<br/>(approximate %)</b> |                       | <b>Total<br/>number of<br/>votes cast</b> |
|  |   | <b>For</b>                                 | <b>Against</b>        |   |
| (3)  | To approve the Specific Mandate to issue Shares to Freeman Financial Corporation Limited pursuant to the Share Subscription Agreement | 1,513,096,379<br>(99.998916%)              | 16,396<br>(0.001084%) | 1,513,112,775                             |
| (4)  | To approve the Issue Mandate to issue Shares  | 1,334,465,723<br>(99.998771%)              | 16,396<br>(0.001229%) | 1,334,482,119                             |
| (5)  | To approve the refreshment of the scheme mandate limit of the Share Option Scheme   | 1,680,348,411<br>(99.999024%)              | 16,396<br>(0.000976%) | 1,680,364,807                             |
| As more than 50% of the votes were cast in favour of the above resolutions numbered 3, 4 and 5, these three ordinary resolutions were duly passed. |   |  |                       |   |

As at the date of the EGM, the issued share capital of the Company comprised 2,723,843,685 Shares, which is the total number of Shares entitling the Shareholders to vote for or against resolutions numbered 1, 2 and 5 at the EGM. No Shareholder was required to abstain from voting on these 3 resolutions.

To the best knowledge of the Company, Freeman Group, Ms. Au Shuk Yee, Sue and Mr. Andrew Liu (both are directors of Freeman) holding 130,000,000 Shares, 4,500,000 Shares and 44,510,032 Shares respectively whilst Mr. Wong Ying Seung, Asiong, a director of the Company, holding 1,205,000 Freeman Shares and 31,660,000 shares of the Company at the commencement of the EGM abstained from voting on the resolution numbered 3 at the EGM in view of their interests in the Specific Mandate. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution numbered 3 was 2,513,173,653.

As stated in the Circular, pursuant to Rule 13.36(4) of the Listing Rules, the granting of the Issue Mandate is subject to the Independent Shareholders' approval by way of poll at the EGM. As there was no controlling Shareholders of the Company (as defined in the Listing Rules) at the commencement of the EGM, the executive directors and the chief executive of the Company and their respective associates were required to abstain from voting at the EGM on the resolution numbered 4 in respect of the granting of Issue Mandate. To the best knowledge of the Company, three executive directors of the Company, namely Dr. Chuang Yueheng, Henry, Mr. Wong Ying Seung, Asiong and Mr. Fung Yue Tak, Derek, holding 215,214,688 Shares, 31,660,000 Shares and 100,000,000 Shares respectively at the commencement of the EGM abstained from voting on the resolution numbered 4 at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolution numbered 4 was 2,376,968,997.

There was no Shareholder who was entitled to attend the EGM but was only entitled to vote against the resolutions proposed at the EGM.

Subject to the fulfillment of the other conditions as stated in the Circular, the Capital Reorganisation is expected to become effective from 23 December 2011, being the day immediately following the date on which the special resolution on the Capital Reorganisation (i.e. the resolution numbered 1 at the EGM) was passed. Dealings of the Adjusted Shares will commence with effect from 9:00 a.m. on 23 December 2011 and the Shareholders may exchange the existing share certificates in green colour for new share certificates in brown colour at the expense of the Company during the period from 23 December 2011 to 7 February 2012 (both days inclusive). Further details of the trading arrangements are set out in the Circular.

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

Hong Kong, 22 December 2011

*As at the date of this announcement, the Board comprises:*

*Executive Directors:*

Dr. Chuang Yueheng, Henry  
Mr. Wong Ying Seung, Asiong  
Mr. Fung Yue Tak, Derek  
Mr. Tsui Hung Wai Alfred

*Independent non-executive Directors:*

Mr. Cheung Wing Ping  
Mr. Wen Louis  
Mr. Yau Yan Ming, Raymond  
Mr. Frank H. Miu  
Mr. Gary Drew Douglas