



WAH NAM INTERNATIONAL HOLDINGS LIMITED

華南投資控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 159)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Wah Nam International Holdings Limited (the “Company”) will be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 18 July 2008, at 10:45 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

- (1) **“THAT** the authorized share capital of the Company be increased from HK\$200,000,000, divided into 2,000,000,000 shares of HK\$0.10 each (the “**Shares**”), to HK\$400,000,000, divided into 4,000,000,000 new Shares by the creation of an additional 2,000,000,000 Shares and that the directors of the Company be and are hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorized representative of the director or the secretary of the Company and to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the same.”
- (2) **“THAT** conditional upon passing of resolution 1 above:
 - (a) the sale and purchase agreement dated 30 January 2008 (the “**S&P Agreement**”) and the supplemental deed dated 27 June 2008 (the “**Supplemental Deed**”), entered into by the Company, Golden Genie Limited and the vendors named therein (the “**Vendor**”) pursuant to which the Vendors have agreed to sell and the Company has agreed to acquire the entire issued share capital of Smart Year Investments Limited, details of the S&P Agreement and the Supplemental Deed are set out in the circular of the Company dated 30 June 2008 (the “**Circular**”) (a copy of the S&P Agreement and the Supplemental Deed have been produced to the meeting marked “**A**” and “**B**” respectively and initiated for the purposes of identification by the chairman of the meeting) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

* *For identification purpose only*

- (b) the directors of the Company be hereby authorized to (i) issue and allot 315,666,000 Shares (the “**Consideration Shares**”); and (ii) issue the convertible notes of an aggregate principal amount of HK\$435,500,000 (the “**Convertible Notes**”), pursuant to the S&P Agreement and the Supplemental Deed as the consideration for the acquisition under the S&P Agreement and the Supplemental Deed;
- (c) the directors of the Company be and are hereby generally and unconditionally authorized to issue and allot such number of Shares (the “**Conversion Shares**”), credited as fully paid, to the holders of the Convertible Notes (or its/their nominee), upon conversion of the Convertible Notes (in part or in full) and that the Conversion Shares, when issued and allotted, shall rank pari passu in all respects with all other Shares in issue as at the date of such issue and allotment; and
- (d) any one director of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorized representative of the director or the secretary of the Company and to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the S&P Agreement and the Supplemental Deed.”

(3) “**THAT**

- (a) the Proposed Share Issue (as defined and described in the Circular) be and is hereby approved and the board of directors of the Company (the “**Board**”) be and is hereby granted a specific mandate to allot and issue new Shares in connection with the Proposed Share Issue (as defined in the Circular), which specific mandate can be exercised once or more than once;
- (b) contingent on the Board resolving to issue and allot Shares pursuant to paragraph (3)(a) above, the Board be and is hereby generally and unconditionally authorized to
 - (i) determine and deal with at its discretion and with full authority, matters relating to the Proposed Share Issue (as defined and described in the Circular) (including but not limited to the specific timing of issue, final number of new Shares to be issued (in any event not more than 300,000,000 new Shares), offering mechanism, pricing mechanism, issue price (subject to the basis for determining the issue price described on page 31 in the Circular), target subscribers and the number and proportion of Shares to be issued to each subscriber); and

- (ii) do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorized representative of the director or the secretary of the Company and to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Proposed Share Issue.”

By Order of the Board
Wah Nam International Holdings Limited
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 30 June 2008

Notes:

1. A circular containing detail of the Special General Meeting has been sent to the shareholders today.
2. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the forms of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the above meeting or any adjournment thereof.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date hereof, the Board comprises Mr. Cheng Yung Pun and Mr. Chan Kam Kwan, Jason as executive Directors and Lau Kwok Kuen, Eddie, Mr. Uwe Henke Von Parpart and Mr. Wilton Timothy Carr Ingram as independent non-executive Directors.