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Crown International Corporation Limited
皇冠環球集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “Meeting”) of Crown International Corporation Limited (the “Company”) will be held at Executive Boardroom, Business Centre, Level 7, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 23 February 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the Sale and Purchase Agreement dated 31 October 2014, as amended and supplemented by the Supplemental Sale and Purchase Agreement dated 22 January 2015 together, (the “Acquisition Agreement”) (a copy of which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) entered into among Crown International Resort Limited, an indirect wholly-owned subsidiary of the Company, and Sino Oasis Oversea Limited in relation to the acquisition of the entire issued share capital of the Target Company, pursuant to the terms and

conditions of the Acquisition Agreement for a consideration of HK\$1,008,000,000, in which HK\$700,000,000 will be satisfied by cash payment and the remaining HK\$308,000,000 will be satisfied by the allotment and issue of the Consideration Shares, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

- (b) subject to the completion of the Acquisition Agreement and subject to the terms of the Acquisition Agreement, the allotment and issue of the Consideration Shares (as defined in the Circular) be and is hereby approved; and
- (c) the directors of the Company be and are hereby authorised to do all such acts and things and execute such further documents and take all steps which, in their opinion may be necessary, desirable or expedient to implement and give effect to the terms of, and all transactions contemplated under, the Acquisition Agreement for and on behalf of the Company and to approve any change and amendment thereto as they may consider necessary, desirable or expedient, provided that any actions or steps authorised by this resolution are limited to administrative matters ancillary to the implementation of the Acquisition Agreement.”

By order of the Board
Crown International Corporation Limited
Liao Pin Tsung
Chairman

Hong Kong, 3 February 2015

Notes:

1. The resolution will be put to vote at the Meeting by way of poll.
2. A proxy form for use at the Meeting is enclosed.

3. 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. A member who is the holder of two or more shares of the Company (the “Shares”) may appoint more than one proxy. A proxy need not be a member of the Company.
4. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, shall be deposited at the **share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong**, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
6. 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 the 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 announcement, the Board comprises two executive Directors, namely Mr. LIAO Pin Tsung and Mr. MENG Jin Long; one non-executive Director, namely Mr. LIU Hong Shen and three independent non-executive Directors namely, Mr. LONG Tao, Mr. REN Guo Hua and Mr. CHEN Fang.