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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 Monday, 17th August, 2009 for the purpose of considering and, if thought fit, passing with or without amendment the following resolutions which will be proposed as the ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.10 each to HK\$1,000,000,000 divided into 10,000,000,000 shares of HK\$0.10 each by the creation of 9,000,000,000 Shares of HK\$0.10 each;
2. “**THAT:**
 - (a) the execution of the conditional placing agreement (the “Placing Agreement”) dated 19th June, 2009 between the Company and Chung Nam Securities Limited (the “Placing Agent”) pursuant to which, inter alia, the Placing Agent agreed to on a best efforts basis procure placees to subscribe in cash for (i) convertible notes to be issued by the Company (“Convertible Notes”) in the aggregate principal amount of up to HK\$600,000,000 and (ii) up to 600,000,000 new Shares in the Company (“Placing Shares”) at a placing price of HK\$1.00 each in up to six separate tranches (each a “Tranche”) with (a) the principal amount of the Convertible Notes comprised in each Tranche to be not less than HK\$100,000,000 save for the last Tranche and the maximum aggregate principal amount of the Convertible Notes for all Tranches not to exceed HK\$600,000,000; (b) the number of Placing Shares in each Tranche to be not less than 100,000,000 Placing Shares save for the last Tranche and the maximum number of Placing Shares for all Tranches not to exceed 600,000,000 Placing Shares; (iii) the gross proceeds raised by the placing of the Placing Shares and the Convertible Notes to be the same for that Tranche (a copy of the Placing 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 creation and issue of the Convertible Notes convertible into shares of the Company (“Conversion Shares”) at an initial conversion price, subject to adjustments, of HK\$1.00 per Conversion Share in accordance with the terms and conditions of the Convertible Notes contained in the Placing Agreement be and is hereby approved and that the directors of the Company be and are hereby authorised upon due exercise of the conversion rights attached to the Convertible Notes from time to time, to allot and issue of the Conversion Shares pursuant to and in accordance with the terms and conditions of the Convertible Notes;

- (c) the directors of the Company be and are hereby authorised to allot and issue of the Placing Shares under the terms of the Placing Agreement; and
- (d) the directors of the Company be and are hereby authorised to take such actions and execute such documents to effect completion of the Placing Agreement including the issue the Convertible Notes, the allotment and issue of the Conversion Shares upon the exercise of conversion rights attached to the Convertible Notes and the Placing Shares 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 Placing Agreement.”

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

Hong Kong, 30th July, 2009

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, Ms. Lin Wai Yi, 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 and transfer office, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting, 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.