



**Willie International Holdings Limited**  
**威利國際控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 273)**

**(Warrant Code: 614)**

**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 Tuesday, 3rd June, 2008 for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as ordinary resolution:-

**ORDINARY RESOLUTION**

“THAT:-

- (i) the entering into of the conditional agreement (“Agreement”) dated 30th April, 2008 between Hennabun Capital Group Limited (the “Vendor”) and Easy Era Investments Limited (the “Purchaser”), a wholly-owned subsidiary of the Company, pursuant to which the Vendor agreed (i) to sell to the Purchaser 1 share representing the entire issued share capital in Uprite Limited (“Uprite”) and (ii) to assign to the Purchaser a shareholders loan in the principal amount of HK\$91,359,849 as at 30th April, 2008 due from Uprite to the Vendor (“Sale Loan”) for an aggregate consideration of HK\$94,000,000 (a copy of the Agreement has been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification purpose) be and is hereby approved, ratified and confirmed; and
- (ii) the deed of assignment of loan (“Deed”) to be entered into between the Vendor, the Purchaser and Uprite to assign the Sale Loan from the Vendor to the Purchaser (a copy of the Deed has been produced to this meeting marked “B” and initialled by the chairman of the meeting for identification purpose) be and is hereby approved;

and the directors of the Company be and are hereby authorised to implement the transactions referred to in the Agreement and the Deed and to do all such acts and things and sign, execute and affix the seal on such documents, agreements or deeds as they shall in their absolute discretion consider necessary or desirable to give effect to the Agreement and the Deed and the arrangements contemplated thereunder.”

By Order of the Board  
**Willie International Holdings Limited**  
**Chuang Yueheng, Henry**  
*Chairman*

Dated 16th May, 2008

Registered Office:  
32nd Floor, China United Centre  
28 Marble Road, North Point  
Hong Kong

**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. 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.
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 shall be deposited at the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, 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.
5. As at the date of this notice, the Board comprises four executive Directors, namely, Mr. 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. Shum Ming Choy and Mr. Yau Yan Ming, Raymond.