



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, 24 June 2008 for the purpose of considering and, if thought fit, passing with or without amendments the following resolution which will be proposed as ordinary resolution:-

ORDINARY RESOLUTION

“THAT the Agreements (as defined and described in the circular of the Company dated 6 June 2008, copies of which are produced to this meeting and marked “A” and signed by the chairman of this meeting for identification purpose (the “**Circular**”)), a copy of which is produced to this meeting and marked “B” and signed by the chairman of this meeting for identification purpose, and all the transactions contemplated under or incidental to the Agreements be and are hereby approved, confirmed and ratified and that the Directors (as defined in the Circular) be and are hereby authorized on behalf of the Company:-

- (i) to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Agreements and all transactions contemplated thereunder;
- (ii) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares (as defined in the Circular), the creation of the Convertible Notes (as defined in the Circular) be and is hereby approved and that the Directors be and are hereby authorised to allot and issue to the holders of the Convertible Notes such number of Conversion Shares as may be issued and allotted upon the exercise of the conversion rights attaching to the Convertible Notes at an initial conversion price of HK\$0.110 per Share (subject to adjustment), such Conversion Shares to be allotted and issued credited as fully paid and ranking pari passu in all respects with all the Shares (as defined in the Circular) then in issue;
- (iii) to exercise or enforce all of the rights of the Company under the Agreements; and
- (iv) to complete the Agreements in accordance with their respective terms,

provided that the authority granted to the Directors pursuant to this resolution is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company at the annual general meeting of the Company held on 30 May 2008 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to the passing of this resolution.”

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

Dated 6 June 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.