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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 Tuesday, 10 November 2009 for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as the ordinary resolutions:

ORDINARY RESOLUTIONS

1. "THAT:

- (a) the entering into of the conditional subscription agreement (the "Subscription Agreement") dated 30 September 2009 between Cordoba Homes Limited ("Cordoba"), a wholly-owned subsidiary of the Company, Ristora Investments Limited (the "Subscriber") and Ms. Lo Ki Yan Karen ("Ms. Lo") as guarantor of the Subscriber pursuant to which, inter alia, the Subscriber agreed to subscribe for and Cordoba agreed to issue 750,000,000 new shares ("Subscription Shares") in Cordoba representing approximately 39.43% of the issued share capital of Cordoba (as enlarged only by issue of the Subscription Shares) for an aggregate consideration of HK\$450,000,000 payable as to HK\$100 million on completion and HK\$350 million in whole or in instalments of not less than HK\$50 million with the full amount payable on a day falling not later than 3 months after completion (a copy of the Subscription 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 directors of the Company be and are hereby authorised to take such actions and execute such documents to effect transactions contemplated under the Subscription Agreement 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 Subscription Agreement."

2. "THAT Mr. Cheung Wing Ping be re-elected as a director of the Company and the board of directors be authorised to fix his remuneration. "

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

Hong Kong, 23 October 2009

Registered office and head office:
32/F, China United Centre
28 Marble Road
North Point
Hong Kong

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, Mr. Cheung Wing Ping, 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 Shops 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 or adjourned meeting or poll, 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.