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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)

**PROPOSED ADOPTION OF NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION**

In order to bring the existing Memorandum and Articles of Association of the Company in line with the recent amendments made to the Listing Rules and to make certain housekeeping amendments, the Board intends to put forward to the Shareholders a proposal to adopt the new Memorandum and Articles of Association in place of the existing one.

The proposed adoption of the new Memorandum and Articles of Association is subject to approval of the Shareholders by way of a special resolution at the EGM.

This announcement is made by Willie International Holdings Limited (the “Company”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

In order to bring the existing Memorandum and Articles of Association of the Company in line with the recent amendments made to the Listing Rules and to make certain housekeeping amendments to the existing Memorandum and Articles of Association, the board of directors (the “Board”) of the Company intends to put forward to the shareholders of the Company (the “Shareholders”) a proposal to adopt the new Memorandum and Articles of Association of the Company in place of the existing one.

The proposed adoption of the new Memorandum and Articles of Association is subject to approval of the Shareholders by way of a special resolution at the extraordinary general meeting (the “EGM”) of the Company to be held on 20 August 2012 for the purpose of, among others, considering and if thought fit, approving such a special resolution. A circular containing, among others, the summary of the major changes brought about by the adoption of the new Memorandum and Articles of Association and the notice of the EGM will be dispatched to the Shareholders on 25 July 2012.

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

Hong Kong, 23 July 2012

As at the date of this announcement, the Board comprises:

Executive Directors:

Dr. Chuang Yueheng, Henry
Mr. Wong Ying Seung Asiong
Mr. Tsui Hung Wai, Alfred
Mr. Fung Yue Tak, Derek

Independent Non-executive Directors:

Mr. Cheung Wing Ping
Mr. Wen Louis
Mr. Yau Yan Ming, Raymond
Mr. Frank H. Miu
Mr. Gary Drew Douglas