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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 the Extraordinary General Meeting of Willie International Holdings Limited (the “Company”) will be held at 4:00 p.m. on Monday, 20 August 2012 at 30/F, China United Centre, 28 Marble Road, North Point, Hong Kong for the purpose of considering and if thought fit, passing with or without modification the following resolutions as resolutions of the Company:

### **SPECIAL RESOLUTION**

1. **“THAT** conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Adjusted Shares (as defined below) and (ii) the Capital Reduction (as defined below) becoming effective on the registration by the Registrar of Companies in Hong Kong of a copy of resolution passed by the holders of the shares of the Company, a copy of a minute containing the particulars required under section 61A of the Companies Ordinance (Laws of Hong Kong, Cap 32) (the “Companies Ordinance”) and a statement in the prescribed form signed by an officer of the Company certifying that the relevant conditions under the Companies Ordinance have been satisfied:
  - (i) the authorised share capital of the Company be reduced from HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 each to HK\$2,000,000 divided into 2,000,000,000 shares of HK\$0.001 each (the “Reduced Share(s)”) and that such reduction be effected by cancelling share capital paid up or credited as paid up to the extent of HK\$0.009 per share upon each of the shares in issue and by reducing the nominal value of all the issued and unissued shares in the share capital of the Company from HK\$0.01 to HK\$0.001 per Reduced Share (the “Capital Reduction”);
  - (ii) subject to and forthwith upon the Capital Reduction taking effect, every 10 shares of such 2,000,000,000 Reduced Shares of HK\$0.001 each be consolidated into one share of HK\$0.01 (the “Adjusted Share(s)”) in the share capital of the Company (the “Share Consolidation”);
  - (iii) subject to the Capital Reduction taking effect, the credit arising from the Capital Reduction be credited to the share premium account of the Company;
  - (iv) all of the Adjusted Shares resulting from the Capital Reduction and the Share Consolidation shall rank *pari passu* in all respects and have the rights and privileges and be subject to the restrictions contained in the Company’s articles of association; and

- (v) the directors of the Company be and are hereby authorised generally to do all things they may consider appropriate and desirable to effect and implement the Capital Reduction, the Share Consolidation and the application of credit arising from the Capital Reduction.”

### **ORDINARY RESOLUTION**

2. “**THAT** conditional upon and immediately after the Capital Reduction and the Share Consolidation (both as defined in the special resolution numbered 1 set out in the notice of extraordinary general meeting of which this resolution forms part) becoming effective, the authorised share capital of the Company be increased from HK\$2,000,000 divided into 200,000,000 Adjusted Shares (as defined in the special resolution numbered 1 set out in the notice of extraordinary general meeting of which this resolution forms part) of HK\$0.01 each to HK\$20,000,000 divided into 2,000,000,000 Adjusted Shares of HK\$0.01 each by the creation of an additional 1,800,000,000 Adjusted Shares of HK\$0.01 each.”;

### **SPECIAL RESOLUTION**

3. “**THAT:**
- (a) the new memorandum and articles of association of the Company, a copy of which is marked “A” and produced to the meeting and has been signed by the chairman of the meeting for identification, be hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of all of the existing memorandum and articles of association of the Company with effect from the day following the day of passing this special resolution; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and execute all such documents as they deem fit to effect the adoption of the new memorandum and articles of association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in Hong Kong and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.”

By order of the Board  
**Willie International Holdings Limited**  
**Man Wai Chuen**  
*Company Secretary*

Hong Kong, 25 July 2012

*Registered and Principal Office:*  
32/F, 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. To be valid, 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 office of the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, 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.

*As at the date of this notice, 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