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If you have sold or transferred all your shares in Willie International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser.

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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)

PLACING OF CONVERTIBLE NOTES

AND

NEW SHARES

AND

INCREASE IN AUTHORISED SHARE CAPITAL

A notice convening the EGM to be held on Monday, 17th August, 2009 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. is set out on pages 14 to 15 of this circular. Whether or not Shareholders are able to attend the EGM, Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM should Shareholders so wish.

30th July, 2009

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Announcement”	the announcement dated 19th June, 2009 in connection with the Placing Agreement;
“associates”	the meaning ascribed thereto under the Listing Rules;
“Business Days”	a day on which banks are open for business in Hong Kong (excluding Saturday);
“Company”	Willie International Holdings Limited, a company incorporated in Hong Kong with limited liability whose shares are listed on the Stock Exchange;
“Completion”	a date falling two business day after the date of satisfaction of the Placing Conditions Precedent for each Tranche;
“Condition Precedent”	the condition precedent referred to in the section headed “Condition Precedent” in this circular;
“Connected Person(s)”	the meaning ascribed thereto in the Listing Rules;
“Conversion Shares”	new Shares falling to be issued by the Company as a result on exercise of the conversion rights attaching to the Convertible Notes;
“Convertible Notes”	a series of convertible notes of up to an aggregate principal amount of HK\$600,000,000 proposed to be issued by the Company;
“Director(s)”	director(s) of the Company;
“EGM”	an extraordinary general meeting of the Company to be held on Monday, 17th August, 2009 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. to approve the Placing Agreement, the Special Mandate and Increase in Authorised Share Capital;
“Group”	the Company and its subsidiaries;
“Heritage Note”	the meaning ascribed thereto in Note 2 of the section headed “Shareholding Structure” in the Letter from the Board in this circular;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Increase in Authorised Share Capital”	the proposed increase in authorised share capital from HK\$100,000,000 divided into 1,000,000,000 Shares of HK\$0.10 each to HK\$1,000,000,000 divided into 10,000,000,000 Shares of HK\$0.10 each by the creation of 9,000,000,000 Shares of HK\$0.10 each;
“Initial Conversion Price”	the initial conversion price of HK\$1.00 per Conversion Share (subject to adjustments);
“Latest Practicable Date”	27th July, 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Placing”	the placing of the Convertible Notes up to an aggregate principal amount of HK\$600,000,000 and up to 600,000,000 Placing Shares by the Placing Agent pursuant to the Placing Agreement;
“Placing Agent”	Chung Nam Securities Limited, a corporation licensed under the Securities and Futures Ordinance to carry out Type 1 regulated activities;
“Placing Agreement”	the placing agreement dated 19th June, 2009 between the Company and the Placing Agent to place the Convertible Notes and Placing Shares;
“Placing Conditions Precedent”	the conditions precedent referred to in the section headed “Placing Conditions Precedent” in this circular;
“Placing Period”	a period commencing from the date of satisfaction of the Condition Precedent and expiring on 31st December, 2009;
“Placing Price”	HK\$1.00 per Placing Share;
“Placing Shares”	up to 600,000,000 new Shares to be placed by the Company under the Placing Agreement;
“Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company;
“Shareholders”	holders of Shares;
“Special Mandate”	the mandate to be sought at the EGM to approve the issue of the Convertible Notes, the Conversion Shares upon exercise of conversion rights thereunder and the Placing Shares;

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code	the Hong Kong Code on Takeovers and Mergers;
“Tranches”	each tranche of Convertible Notes and Placing Shares to be placed under the Placing Agreement as described in the section headed “The Placing Agreement” in the Letter from the Board in this circular; and
“%”	per cent.

LETTER FROM THE BOARD



Willie International Holdings Limited

威利國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

Executive Directors

Dr. Chuang Yueheng, Henry
Mr. King Phillip
Mr. Wong Ying Seung, Asiong
Mr. Wang Lin

Registered Office and Head Office:

32/F., China United Centre
28 Marble Road
North Point
Hong Kong

Independent Non-executive Directors

Ms. Lin Wai Yi
Mr. Liu Jian
Mr. Wen Louis
Mr. Yau Yan Ming, Raymond

30th July, 2009

To the Shareholders

Dear Sir/Madam,

**PLACING OF CONVERTIBLE NOTES
AND
NEW SHARES
AND
INCREASE IN AUTHORISED SHARE CAPITAL**

INTRODUCTION

The Company announced in the Announcement dated 19th June, 2009, inter alia, that on 19th June, 2009, the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent agreed amongst other things to procure, on a best efforts basis, placeses to subscribe in cash for (i) Convertible Notes up to the principal amount of HK\$600,000,000 and (ii) up to 600,000,000 Placing Shares.

The purpose of this circular is to set out details of the Placing and a notice convening the EGM at which resolutions will be proposed to Shareholders to consider and, if thought fit, approve the Placing, the Special Mandate and the Increase in Authorised Share Capital.

LETTER FROM THE BOARD

THE PLACING

The Placing Agreement contains the terms summarised below:

Issuer: The Company

Placing Agent: Chung Nam Securities Limited. Chung Nam Securities Limited is indirectly owned by Mr. Chuang Eugene Yue-chien as to approximately 80%. Mr. Chuang Eugene Yue-chien is the brother of Dr. Chuang Yueheng, Henry, a director of the Company. On 25th November, 2008, a conditional sale and purchase agreement was entered into between Freeman Financial Services Limited, Mr. Chuang Eugene Yue-chien and Equity Spin Investments Limited for the disposal by Equity Spin Investments Limited of approximately 80% of the existing issued share capital of Hennabun Capital Group Limited which owns Chung Nam Securities Limited. Upon completion of such transaction, Mr. Chuang Eugene Yue-chien will no longer hold any interest in Chung Nam Securities Limited. To the best of the director's knowledge, information and belief having made all reasonable enquiries, save as disclosed, the Placing Agent and its ultimate beneficial owners are third parties independent of the Company and Connected Persons of the Company.

The Placing Agreement: On 19th June, 2009, the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent will on a best efforts basis procure placees to subscribe in cash for the Convertible Notes up to an aggregate principal amount of HK\$600,000,000 and up to 600,000,000 Placing Shares during the Placing Period.

The Company has agreed that the Placing Agent may, at any time during the Placing Period, require the Company to issue the Convertible Notes and Placing Shares in up to six separate tranches in the following manner:

- (i) the principal amount of the Convertible Notes comprised in each Tranche shall be not less than HK\$100,000,000 save for the last Tranche of the Placing and the maximum aggregate principal amount of the Convertible Notes for all Tranches shall not exceed HK\$600,000,000;

LETTER FROM THE BOARD

- (ii) the number of Placing Shares in each Tranche to be not less than 100,000,000 Placing Shares save for the last Tranche of the Placing and the maximum number of Placing Shares for all Tranches shall not exceed 600,000,000 Placing Shares; and
- (iii) the gross proceeds raised by the placing of the Placing Shares and the Convertible Notes must be the same for that Tranche.

Condition Precedent:

Subject to the fulfillment of the Placing Conditions Precedent, the Placing is conditional upon the passing of a resolution at the EGM by Shareholders to approve the Placing Agreement, the Special Mandate and the Increase in Authorised Share Capital in accordance with the Listing Rules.

If the Condition Precedent is not fulfilled on or before 30th September, 2009 (or such later date as may be agreed between the Placing Agent and the Company), the Placing Agreement shall thereupon lapse and become null and void and the parties will automatically be released from all obligations under the Placing Agreement, save for any liability arising out of any antecedent breaches.

**Placing Conditions
Precedent:**

In addition to the fulfillment of the Condition Precedent, completion of the Placing of each Tranche of the Convertible Notes and Placing Shares will be conditional upon (i) the Listing Committee of the Stock Exchange having granted (either unconditionally or subject only to conditions to which the Company does not reasonably object) listing of and permission to deal in the Conversion Shares to be issued upon the exercise of conversion rights under such Tranche of the Convertible Notes and the Placing Shares and (ii) the public float requirements under Rule 8.08 of the Listing Rules being maintained immediately after Completion of such Tranche of the Placing.

LETTER FROM THE BOARD

If the Placing Conditions Precedent for any Tranche of the Convertible Notes and Placing Shares set out above are not fulfilled within 14 days from the date of notification by the Placing Agent that the Placing Agent has procured subscribers for such Tranche of Convertible Notes and Placing Shares or such other date as the parties may agree in writing, then the obligations of the parties in respect of the Placing of such Tranche of the Convertible Notes and Placing Shares will lapse. Each notification of the Placing Agent, once given, will be irrevocable, unless agreed to by both parties in writing.

Placing Commission: The Placing Agent will receive a placement commission of 2.5% of the aggregate principal amount of the Convertible Notes and 2.5% of the number of Placing Shares multiplied by the Placing Price for which it has procured subscribers.

Places: The Placing Agent shall offer the Convertible Notes and Placing Shares to placees who are and whose ultimate beneficial owners are third parties independent of and not acting in concert (as such term is defined in the Takeovers Code) with the Company and Connected Persons of the Company. The Placing Agent has agreed to place each Tranche of Convertible Notes and Placing Shares to a total of not less than six placees.

Completion: Completion for each tranche of Convertible Notes and Placing Shares is to take place on the second Business Day after the date of fulfillment of Placing Conditions Precedent of such Tranche of Convertible Notes and Placing Shares (or such other date as the parties may agree in writing).

PRINCIPAL TERMS OF THE CONVERTIBLE NOTES

The following describes certain of the principal terms of the Convertible Notes:

Aggregate principal amount of the Convertible Notes: up to HK\$600,000,000

Authorised denomination for issue, transfer, conversion and redemption: HK\$10,000,000

Maturity Date: 31st December, 2012

LETTER FROM THE BOARD

- Conversion Period:** The holder of the Convertible Notes can convert the outstanding principal amount of the Convertible Notes in whole or in part into Shares at any time from the relevant date of issue until a date falling seven days prior to (and excluding) the maturity date.
- Conversion Price:** HK\$1.00 per Conversion Share, subject to adjustments in certain events, including share consolidation, share subdivision, capitalization issues, capital distribution, rights issue and issues of other securities.
- Interest Rate:** Non interest bearing.
- Transferability:** The Convertible Notes are transferrable without the consent of the Company.
- The Convertible Notes are freely transferable, including to the Connected Persons of the Company. The transferee is required to give written confirmation to the Company as to whether they are Connected Persons of the Company in accordance with the Listing Rules upon transfer. The Company will notify the Stock Exchange upon it becoming aware of any dealings in the Convertible Notes by Connected Persons of the Company.
- Voting:** Holders of Convertible Notes will not be entitled to receive notice of, attend or vote at any meeting of the Company by reason only of them being holders of Convertible Notes.
- Listing:** No application will be made for the listing of the Convertible Notes on the Stock Exchange or any other stock exchange.
- Application will be made by the Company for the listing of, and permission to deal in, the Conversion Shares to be issued upon the exercise of the conversion rights attaching to the Convertible Notes.
- Ranking:** The Conversion Shares to be issued upon the exercise of the conversion rights attaching to the Convertible Notes will rank pari passu in all respects with all other Shares outstanding on the date the name of the noteholder is entered on the register of the members of the Company as a holder of the Conversion Shares.

LETTER FROM THE BOARD

Conversion restriction: The conversion rights attaching to the Convertible Notes cannot be exercised (and accordingly the Company will not issue Conversion Shares) if and to the extent that the total number of Conversion Shares with voting rights held by that holder of the Convertible Notes and parties acting in concert with it within the meaning of the Takeovers Code immediately after the issue of the relevant Conversion Shares would be more than 29.9% of the enlarged issued share capital of the Company or such other amount equal to 0.1% below the amount as may be specified in the Takeovers Code as being the level for triggering a mandatory general offer.

Redemption and Repurchase: The Company may at any time elect to redeem the whole or in part at 100% of the principal amount of the Convertible Notes. The Company may also elect to repurchase in whole or in part at a price agreed between the Company and the holder of the relevant Convertible Notes.

Assuming all the Convertible Notes are successfully placed by the Placing Agent, upon full conversion of the HK\$600,000,000 principal amount of the Convertible Notes at the Initial Conversion Price, a total of 600,000,000 Conversion Shares (with an aggregate nominal value of HK\$60,000,000) will be issued, representing approximately 128.2% of the issued share capital of the Company as at the Latest Practicable Date of 467,950,981 Shares and approximately 56.2% of the Company's issued share capital as enlarged by the issue of the Conversion Shares at the Initial Conversion Price.

THE PLACING SHARES

Number of Placing Shares: 600,000,000 Placing Shares (with an aggregate nominal value of HK\$60,000,000) representing approximately 128.2% of the Company's issued share capital as at the Latest Practicable Date and approximately 56.2% of its issued share capital as enlarged by the issue of the Placing Shares.

Ranking of Placing Shares: The Placing Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price: HK\$1.00 per Placing Share. The net placing price under the Placing is estimated at approximately HK\$0.97 per Placing Share.

LETTER FROM THE BOARD

PLACING PRICE AND CONVERSION PRICE

The Initial Conversion Price, being HK\$1.00 per Conversion Share and the Placing Price of HK\$1.00, were arrived at after arm's length negotiation between the Company and the Placing Agent and represents:

- (i) a discount of approximately 15.25% to the closing price of HK\$1.18 per Share quoted on the Stock Exchange on the date of the Placing Agreement;
- (ii) a discount of approximately 17.63% to the average closing price of HK\$1.214 per Share quoted on the Stock Exchange for the five consecutive trading days of the Shares up to and including the date of the Placing Agreement; and
- (iii) a discount of approximately 9.09% to the closing price of HK\$1.10 per Share quoted on the Stock Exchange on the Latest Practicable Date.

The Initial Conversion Price and the Placing Price were determined with reference to the prevailing market price of the Shares and were negotiated on an arm's length basis between the Company and the Placing Agent.

Assuming all the Convertible Notes and Placing Shares are successfully placed by the Placing Agent, upon full conversion of the HK\$600,000,000 principal amount of the Convertible Notes at the Initial Conversion Price, 600,000,000 Conversion Shares and 600,000,000 Placing Shares will be issued, together representing approximately 256.4% of the issued share capital of the Company as at the Latest Practicable Date (of 467,950,981 Shares) and approximately 71.9% of the Company's issued share capital as enlarged by the issue of the Conversion Shares and the Placing Shares.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing is illustrated as follows:

	As at the Latest Practicable Date		Upon completion of the Placing (assuming no conversion of the Heritage Note at the initial conversion price of HK\$1.39 and no conversion of the Convertible Notes)		Upon completion of the Placing (assuming no conversion of the Heritage Note at the initial conversion price of HK\$1.39 and full conversion of the Convertible Notes at the Initial Conversion Price)		Upon completion of the Placing (assuming full conversion of the Heritage Note at the initial conversion price of HK\$1.39 and no conversion of the Convertible Notes)		Upon completion of the Placing (assuming full conversion of the Heritage Note at the initial conversion price of HK\$1.39 and full conversion of the Convertible Notes at the Initial Conversion Price)	
	<i>approximate</i>		<i>approximate</i>		<i>approximate</i>		<i>approximate</i>		<i>approximate</i>	
	Shares	%	Shares	%	Shares	%	Shares	%	Shares	%
Chuang Yueheng, Henry (Note 1)	23,353,440	4.99%	23,353,440	2.19%	23,353,440	1.40%	23,353,440	1.95%	23,353,440	1.30%
Heritage International Holdings Limited & its associates (Note 2)	—	—	—	—	—	—	167,498,402	13.99%	—	—
Public Shareholders										
Heritage International Holdings Limited & its associates (Note 2)	38,002,000	8.12%	38,002,000	3.56%	38,002,000	2.28%	—	—	167,498,402	9.32%
Placees (Placing Shares)	—	—	600,000,000	56.18%	600,000,000	35.97%	600,000,000	50.11%	600,000,000	33.38%
Placees (Conversion Shares)	—	—	—	—	600,000,000	35.97%	—	—	600,000,000	33.38%
Other public shareholders	406,595,541	86.89%	406,595,541	38.07%	406,595,541	24.38%	406,595,541	33.95%	406,595,541	22.62%
	<u>467,950,981</u>	<u>100.00%</u>	<u>1,067,950,981</u>	<u>100.00%</u>	<u>1,667,950,981</u>	<u>100.00%</u>	<u>1,197,447,383</u>	<u>100.00%</u>	<u>1,797,447,383</u>	<u>100.00%</u>

Notes:

1. Dr. Chuang Yueheng, Henry is the chairman and an executive director of the Company.
2. Pursuant to the share purchase agreement dated 8th June, 2009 entered into between Welltodo Investments Limited, a wholly owned subsidiary of the Company and Coupeville Limited, a wholly owned subsidiary of Heritage International Holdings Limited, the Company will (subject to, inter alia, shareholders' approval) issue to Coupeville Limited (or its nominees) a convertible notes due 2012 with the aggregate principal amount of HK\$180 million at the initial conversion price of HK\$1.39 ("Heritage Note").
3. This table assumes all Placees are members of the public.

LETTER FROM THE BOARD

REASONS FOR THE PLACING

The reason for the Placing is to strengthen the capital base of the Company. On the assumption that all Convertible Notes and Placing Shares are fully placed, the gross proceeds from the Placing will be HK\$1,200 million. The net proceeds from the Placing of up to approximately HK\$1,168.7 million are to be used for general working capital of the Group and potential investment opportunities.

The Company has on 3rd July, 2009 announced its engagement of two consultants with expertise in the oil and gas as well as the environmental industries to explore and identify possible investment opportunities in the energy related sectors. As mentioned in the Company's circular dated 17th July, 2009, the Board will continue to search for suitable investments or business opportunities in the energy and natural resources sectors.

Although the Company has not yet carried out detailed evaluation of any specific project, in order to secure funds for the potential investment opportunities if and when they arise, the Company considers that this is a good opportunity for the Company to raise funds from the Placing. Notwithstanding that completion of the Placing will result in a considerable dilution of the shareholding of existing Shareholders, on the basis that the Placing provides an opportunity for the Company to strengthen its capital base, to be equipped with readily available funds to enable it to grasp potential investment opportunities, the Directors of the Company consider the terms of the Placing to be fair and reasonable and in the interests of the Company and the Shareholders of the Company as a whole.

FUND-RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

Apart from the fund raising activity mentioned below, the Company has not carried out other fund raising activities during the 12 months immediately preceding the date of this circular.

Date of announcement	Fund raising activity	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds
19th June, 2008	Rights issue of 1,749,721,295 rights shares at the subscription price of HK\$0.15	HK\$253 million	HK\$48 million - acquisition of properties HK\$205 million - general working capital and/or other investments in the future	Used as intended
8th July, 2009	Placing of 77,990,000 new Shares at the placing price of HK\$1.00 each	HK\$75.97 million	General working capital and/ or potential investment opportunities in energy related sectors	Not yet utilised

LETTER FROM THE BOARD

INCREASE IN AUTHORISED SHARE CAPITAL

The Company also proposes an increase in authorised share capital from HK\$100,000,000 divided into 1,000,000,000 Shares of HK\$0.10 each to HK\$1,000,000,000 divided into 10,000,000,000 Shares of HK\$0.10 each by the creation of 9,000,000,000 Shares of HK\$0.10 each.

INFORMATION ON THE GROUP

The Company is an investment holding company and its subsidiaries are principally engaged in the business of property investment, investment in securities trading, money lending and investment holding.

EGM

Notice of the EGM is set out on page 14 to 15 of this circular. A form of proxy for use in respect of the EGM is enclosed. At the EGM, resolutions will be proposed for shareholders to consider and, if thought fit, to approve the Placing, the Special Mandate and the Increase in Authorised Share Capital.

Whether or not Shareholders are able to attend the EGM, Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM should Shareholders so wish.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 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 Monday, 17th August, 2009 for the purpose of considering and, if thought fit, passing with or without amendment the following resolutions which will be proposed as the ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.10 each to HK\$1,000,000,000 divided into 10,000,000,000 shares of HK\$0.10 each by the creation of 9,000,000,000 Shares of HK\$0.10 each;
2. **“THAT:**
 - (a) the execution of the conditional placing agreement (the “Placing Agreement”) dated 19th June, 2009 between the Company and Chung Nam Securities Limited (the “Placing Agent”) pursuant to which, inter alia, the Placing Agent agreed to on a best efforts basis procure places to subscribe in cash for (i) convertible notes to be issued by the Company (“Convertible Notes”) in the aggregate principal amount of up to HK\$600,000,000 and (ii) up to 600,000,000 new Shares in the Company (“Placing Shares”) at a placing price of HK\$1.00 each in up to six separate tranches (each a “Tranche”) with (a) the principal amount of the Convertible Notes comprised in each Tranche to be not less than HK\$100,000,000 save for the last Tranche and the maximum aggregate principal amount of the Convertible Notes for all Tranches not to exceed HK\$600,000,000; (b) the number of Placing Shares in each Tranche to be not less than 100,000,000 Placing Shares save for the last Tranche and the maximum number of Placing Shares for all Tranches not to exceed 600,000,000 Placing Shares; (iii) the gross proceeds raised by the placing of the Placing Shares and the Convertible Notes to be the same for that Tranche (a copy of the Placing 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 creation and issue of the Convertible Notes convertible into shares of the Company (“Conversion Shares”) at an initial conversion price, subject to adjustments, of HK\$1.00 per Conversion Share in accordance with the terms and conditions of the Convertible Notes contained in the Placing Agreement be and is hereby approved and that the directors of the Company be and are hereby authorised upon due exercise of the conversion rights attached to the Convertible Notes from time to time, to allot and issue of the Conversion Shares pursuant to and in accordance with the terms and conditions of the Convertible Notes;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the directors of the Company be and are hereby authorised to allot and issue of the Placing Shares under the terms of the Placing Agreement; and
- (d) the directors of the Company be and are hereby authorised to take such actions and execute such documents to effect completion of the Placing Agreement including the issue the Convertible Notes, the allotment and issue of the Conversion Shares upon the exercise of conversion rights attached to the Convertible Notes and the Placing Shares 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 Placing Agreement.”

Hong Kong, 30th July, 2009

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, Ms. Lin Wai Yi, Mr. Liu Jian, Mr. Wen Louis and Mr. Yau Yan Ming, Raymond.

Notes:

- (1) A form of proxy for the meeting is enclosed.
- (2) 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.
- (3) 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.
- (4) 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 Rooms 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, and in default the instrument of proxy shall not be treated as valid.
- (5) 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.