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CHEUNG WO INTERNATIONAL HOLDINGS LIMITED

長和國際實業集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00009)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Cheung Wo International Holdings Limited (the “**Company**”) will be held at Room 4101, 41/F, The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Monday, 13 May 2013 at 3:00 p.m. for the following purposes:–

ORDINARY RESOLUTION

“THAT:

- (a) the terms of the subscription agreement dated 8 April 2013 entered into between the Company and Full Dragon Group Limited as the subscriber (the “**Subscriber**”) in relation to the issue by the Company of principal amount of not more than HK\$314,640,110 zero coupon convertible bonds (the “**Convertible Bonds**”) due on the fifth (5th) anniversary of the date of issue of the Convertible Bonds (as amended by a supplemental agreement entered into between the Company and the Subscriber dated 16 April 2013) (the “**Subscription Agreement**”) (details relating to the Subscription Agreement are set out in the circular of the Company dated 19 April 2013 and a copy of the Subscription Agreement marked “A” has been produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification), be and are hereby approved, confirmed and ratified;
- (b) the creation and issue of the Convertible Bonds by the Company pursuant to the terms of the Subscription Agreement and the instrument, the form of which is attached as schedule 1 to the Subscription Agreement, be and are hereby approved;

* *For identification purpose only*

- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the New Shares (as defined below) to be allotted and issued upon the conversion of the Convertible Bonds, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue, credited as fully paid, such number of ordinary shares (the “**New Shares**”) in the capital of the Company as may be required to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds at an initial conversion price of HK\$0.43 per Share (subject to adjustment pursuant to the terms and conditions of the Convertible Bonds), on and subject to the terms and conditions of the Convertible Bonds, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 30 May 2012;
- (d) the terms of the settlement and offset deed to be entered into between the Company, the Subscriber and Mr. Cheng Keung Fai (the “**Settlement Deed**”) (copy of the Settlement Deed marked “**B**” has been produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification) on completion of the Subscription Agreement and all the transactions contemplated under the Settlement Deed be and are hereby approved;
- (e) all the transactions contemplated under the Subscription Agreement in connection with the issue of the Convertible Bonds (collectively referred to as the “**Transactions**”) be and are hereby approved; and
- (f) the Directors be and are hereby authorised to do all such acts and things and sign and execute all such documents as they consider necessary or expedient in connection with the issue of the Convertible Bonds, the allotment and issue of the New Shares upon conversion of the Convertible Bonds and/or to give effect to the terms of, or the Transactions contemplated by, the Subscription Agreement.”

By Order of the Board
CHEUNG WO INTERNATIONAL HOLDINGS LIMITED
JIN LEI
Chairman

Hong Kong, 19 April 2013

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
Room 4101, 41/F.
The Lee Gardens
33 Hysan Avenue
Causeway Bay
Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed herewith. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. All the resolutions are to be voted by way of poll.

As at the date hereof, the Board comprises six Directors, of which the executive Directors are Mr. Jin Lei (Chairman), Ms. Law Kee, Alice (Chief Executive Officer), Mr. Hui Wai Lee, Willy; and the independent non-executive Directors are Mr. Tsui Pui Hung, Mr. Tang Ping Sum and Mr. Chu To, Jonathan.