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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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of Cheung Wo International Holdings Limited (the “**Company**”) will be held at Room 4101, 41/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 29 September 2015 at 3 p.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the subscription agreement (the “**Subscription Agreement**”) dated 12 August 2015 entered into among the Company as issuer, Taiping Trustees Limited as subscriber (the “**Subscriber**”) and Mr. Cheng Keung Fai as the guarantor in relation to the issue by the Company and the subscription by the Subscriber of the convertible notes (the “**Convertible Notes**”) in the principal amount of US\$30,000,000 (equivalent to approximately HK\$232,551,000), which may be converted into a maximum of 193,792,500 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Conversion Share(s)**”) at the conversion price of HK\$1.20 per Conversion Share (subject to adjustment) and the transactions contemplated thereunder, (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 is hereby approved, ratified and confirmed;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Conversion Shares, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific**”

* *For identification purpose only*

Mandate”) to allot, issue, credited as fully paid, the Conversion Shares to the Subscriber pursuant to the Subscription Agreement, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the general mandate proposed to be granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 11 June 2015 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and

- (c) all other transactions contemplated under the Subscription Agreement be and are hereby approved and the Directors be and are authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions the Directors consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement, the issue of the Convertible Notes and the allotment and issue of the Conversion Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

By order of the Board
Cheung Wo International Holdings Limited
JIN LEI
Chairman

Hong Kong, 10 September 2015

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Room 4101
41st Floor
Lee Garden One
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 Level 22, Hopewell Centre, 183 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 of the Company are Mr. Jin Lei (Chairman), Ms. Law Kee, Alice (Chief Executive Officer) and Mr. Hui Wai Lee, Willy; and the independent non-executive Directors are Mr. Tsui Pui Hung, Mr. Tang Ping Sum and Mr. Chiu Sin Nang Kenny.