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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 Monday, 21 March 2016 at 10:30 a.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 sale and purchase agreement dated 16 November 2015 and as supplemented by the supplemental agreement dated 17 February 2016 (the “**Formal SP Agreement**”) entered into among the Company, Sky-Linked International Limited (the “**Vendor**”), Mr. Cheng Ngok Fai and Mr. Li Ruiguang (the “**Guarantors**”) in relation to the acquisition of 49% of the entire issued share capital of Ever-Grand Development Limited (the “**Target Company**”) by the Company at an aggregate consideration of HK\$882,000,000 of which (i) HK\$60,000,000 shall be satisfied by cash; and (ii) HK\$822,000,000 shall be satisfied by issuing convertible notes (the “**Convertible Notes**”) in the same principal amount to the Vendor (or its nominee(s)), entitling the holder(s) thereof to convert the principal amount into ordinary shares of the Company (the “**Conversion Shares**”) at the conversion price of HK\$0.8 per Conversion Share (a copy of the Formal SP Agreement marked as “A” is tabled at the meeting and signed by the Chairman of the meeting for the purpose of identification) and transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

\* *For identification purpose only*

- (b) the creation and issue of the Convertible Notes in accordance with the terms and conditions of the Formal SP Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (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 Conversion Shares, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot, issue, credited as fully paid, the Conversion Shares to the Vendor pursuant to the Formal SP 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
- (d) all other transactions contemplated under the Formal SP 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 Formal SP 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**  
**HUI WAI LEE, WILLY**  
*Chairman*

Hong Kong, 3 March 2016

*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. The resolution is to be voted by way of poll.

*As at the date of this notice, the Board comprises eight Directors, of which the executive Directors are Mr. Hui Wai Lee, Willy (Chairman), Ms. Law Kee, Alice (Chief Executive Officer), Mr. Tai Yat Chung, Mr. Li Wenjun and Mr. Zhong Yingchang; and the independent non-executive Directors are Mr. Tsui Pui Hung, Mr. Tang Ping Sum and Mr. Chiu Sin Nang, Kenny.*