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## **FAVA INTERNATIONAL HOLDINGS LIMITED**

**名家國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 08108)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of FAVA International Holdings Limited (the “Company”) will be held at Room 1005, C.C. Wu Building, 302-8 Hennessy Road, Wanchai, Hong Kong on Monday, 12 March 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

#### **ORDINARY RESOLUTION**

**“THAT:—**

- (a) the transactions contemplated under the sale and purchase agreement dated 15 December 2011 entered into between EMAX Venture Limited (as purchaser), an indirect wholly-owned subsidiary of the Company and Mr. Lau Chi Yan, Pierre (as vendor) (the “SP Agreement”, a copy of which having been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) in respect of the sale and purchase of the 1 share of US\$1.00 in the capital of Profit Value Group Limited (the “Target”) (representing the entire issued share capital of the Target) and the entire amount of the shareholder’s loan owing by the Target to Mr. Lau Chi Yan, Pierre as at the date of completion of the SP Agreement for a total consideration of HK\$80,000,000 be and are hereby approved; and
- (b) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all documents and to take such steps as they consider necessary, desirable or expedient to give effect to or in connection with the SP Agreement (including but not limited to entering into any supplemental or variation agreement thereto) or any of the transactions contemplated thereunder.”

By Order of the Board

**FAVA INTERNATIONAL HOLDINGS LIMITED**

**Li Ge**

*Chairman*

Hong Kong, 24 February 2012

*Notes:*

- (1) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof.
- (3) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (4) As at the date hereof, the Board comprises five Directors. The executive Directors are Mr. Li Ge and Mr. Zhao Guo Wei. The independent non-executive Directors are Mr. Liu Qing Chen, Mr. Yang Jie and Mr. Yang Dongli.

*This announcement, for which the directors of the Company (the "Directors") collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least seven days from the date of its posting and on the website of the Company at [www.fava.com.hk](http://www.fava.com.hk).*

*\* For identification purpose only*