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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, at 11:00 a.m. on Friday, 23 November 2012 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

“THAT

- (a) the placing agreement dated 17 October 2012 (as supplemented by a supplemental letter dated 6 November 2012) entered into between the Company and Sun Securities Limited (the “**Placing Agent**”) in relation to the placing of the convertible bonds in an aggregate principal amount of up to HK\$100,000,000 (the “**Convertible Bond(s)**”) by the Placing Agent (the “**Placing Agreement**”) (a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) (as may be amended from time to time) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the execution, delivery and performance by the Company of the Placing Agreement be and are hereby approved, confirmed and ratified;
- (c) subject to the fulfillment or waiver of the conditions set out in the Placing Agreement (as may be amended from time to time), the Directors be and are hereby authorised to issue the Convertible Bond(s) in accordance with the terms and conditions of the Placing Agreement (as may be amended from time to time);
- (d) any Director be and is hereby authorised to allot and issue new shares of the Company which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds or part thereof to the relevant holder(s) of the Convertible Bond(s); and

* *For identification purpose only*

- (e) any Director be and is hereby authorised to do all such acts and things, as he/she may in his/her discretion consider necessary, expedient or desirable and any two Directors be and are hereby authorised to execute all such documents provided that the seal is required to be affixed thereto for the purpose of or in connection with the implementation of or giving effect to the placing of the Convertible Bonds, the Placing Agreement and the transactions contemplated thereunder, including but without limitation, the exercise or enforcement of any of the Company's rights under the Placing Agreement, to make and agree to such variations of the terms of the Placing Agreement and/or redemption of the Convertible Bonds (or any part thereof before their maturity date) as he/she may consider to be appropriate and in the interests of the Company.”

By order of the Board
FAVA INTERNATIONAL HOLDINGS LIMITED
LI Ge
Executive Director

Hong Kong, 8 November 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) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) 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.
- (4) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (5) As at the date hereof, the Board comprises Mr. Li Ge, Mr. Zhao Guo Wei and Mr. Sun, Miguel as executive Directors, and Mr. Liu Qing Chen, Mr. Yang Dongli and Mr. Zhang Chun Qiang as independent non-executive Directors.
- (6) According to Rule 17.47(4) of the GEM Listing Rules, the voting of the meeting should be taken by poll.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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 on the “Latest Company Announcements” page for at least seven days from the day of its posting and on the website of the Company at www.fava.com.hk.