

FAVA INTERNATIONAL HOLDINGS LIMITED

名家國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8108)

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 11:00 a.m. on 5 August 2008 (Tuesday) at Room 1005, C.C. Wu Building, 302-8 Hennessy Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendment, as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the trademarks transfer agreement (the “Trademarks Transfer Agreement”) (a copy of which is produced before the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) dated 20 June 2008 and entered into between Langfang Huari Hengyu Home Co., Ltd.* (廊坊華日恒宇家居有限公司), an indirectly wholly-owned subsidiary of the Company as purchaser (“Langfang Hengyu”), Lang Fang Huari Furniture Joint Stock Co., Ltd.* (廊坊華日家具股份有限公司) as vendor (“Huari Furniture”), and FAVA International Holdings Limited (the “Company”) as guarantor in relation to the transfer of the trademarks as listed in the Trademarks Transfer Agreement (as supplemented by a supplemental agreement entered into between the same parties on 25 June 2008), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one director (“Director”) of the Company be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents under hand (and, where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and to take such steps as he may consider necessary, appropriate, desirable or expedient to implement or give effect to the terms of the Trademarks Transfer Agreement and all transactions contemplated under the Trademarks Transfer Agreement and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith.”

* *For identification purpose only*

2. **“THAT**

- (a) the possible allotment and issue (“Special Mandate”) of not more than 106,318,182 new shares (“Consideration Shares”) of HK\$0.002 par value each in the capital of the Company credited as fully paid (or such other number of Consideration Shares as adjusted as a result of any consolidation or subdivision of the shares of the Company taking place before the allotment and issue of the Consideration Shares) to Huari Furniture or its nominee on or before 31 December 2014 as the whole or part of the consideration under the Trademarks Transfer Agreement be and are hereby approved;
- (b) the directors of the Company be and are hereby authorised to do all things, including but not limited to the execution of all documents, which the directors deem to be necessary or desirable to effect the foregoing or in connection with the Special Mandate.”

By Order of the Board
FAVA International Holdings Limited
Li Ge
Executive Director

Hong Kong, 16 July 2008

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share 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) To be valid, the form of proxy, together with the 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 Tengis Limited at 26/F Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjourned meeting.

As at the date of this announcement, the Board comprises Mr. Li Ge and Mr. Zhao Guo Wei as executive Directors, and Mr. Lee Yuen Kwong, Mr. Yang Jie and Mr. Yang Dongli as independent non-executive Directors.

This announcement, for which 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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.