



## WONG'S INTERNATIONAL (HOLDINGS) LIMITED

王氏國際（集團）有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 99)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**SGM**”) of Wong’s International (Holdings) Limited (the “**Company**”) will be held at The Four Seasons Ballroom, 2/F., Renaissance Kowloon Hotel Hong Kong, 22 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 12 December 2008 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

1. “**THAT** (a) the share subscription agreement dated 3 October 2008 entered into between the Company, Ubiquitous International Limited (a wholly-owned subsidiary of the Company, “**WIH-Sub**”), Sun Hung Kai Properties Limited (“**SHK**”), Data Giant Limited (a wholly-owned subsidiary of SHK, “**SHK-Sub**”) and Bollardbay Limited (“**JVCO 1**”) relating to the subscription of new shares in JVCO 1 (“**Subscription Agreement 1**”) (copy of which has been produced to the meeting marked “**A**” and signed by the chairman of the meeting for the purpose of identification); (b) the share subscription agreement dated 3 October 2008 entered into between the Company, WIH-Sub, SHK, SHK-Sub and Talent Chain Investments Limited (“**JVCO 2**”) relating to the subscription of new shares in JVCO 2 (“**Subscription Agreement 2**”) (copy of which has been produced to the meeting marked “**B**” and signed by the chairman of the meeting for the purpose of identification); (c) the shareholders’ agreement to be entered into between the Company, SHK, WIH-Sub, SHK-Sub, JVCO 1 and Easywise Limited (“**Shareholders’ Agreement 1**”) (copy of which has been produced to the meeting marked “**C**” and signed by the chairman of the meeting for the purpose of identification); and (d) the shareholders’ agreement to be entered into between the Company, SHK, WIH-Sub, SHK-Sub, JVCO 2 and Crown Opal Investment Limited (“**Shareholders’ Agreement 2**”) (copy of which has been produced to the meeting marked “**D**” and signed by the chairman of the meeting for the purpose of identification) (Subscription Agreement 1, Subscription Agreement 2, Shareholders’ Agreement 1 and Shareholders’ Agreement 2 are collectively referred to as “**Development Agreements**”) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”

By Order of the Board  
**WONG CHUNG MAT, BEN**  
*Chairman and Chief Executive Officer*

Hong Kong, 27 November 2008

**Notes:**

1. Any member entitled to attend and vote at the SGM is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.
3. The form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the principal office of the Company at Wong's Industrial Centre, 180A Wai Yip Street, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
4. The Register of Members will be closed on Friday, 12 December 2008 during which period no transfer of shares will be effected. Shareholders, who intend to attend the SGM, must deliver their instruments of transfer accompanied by the relevant share certificates to the Company's branch share registrar in Hong Kong, Tricor Standard Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Thursday, 11 December 2008.
5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the SGM convened and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this notice, the Executive Directors of the Company are Mr. Wong Chung Mat, Ben, Mr. Wong Chung Ah, Johnny, Mr. Chan Tsze Wah, Gabriel, Mr. Tan Chang On, Lawrence, Mr. Wan Man Keung and Ms. Wong Yin Man, Ada; and the Independent Non-executive Directors are Dr. Li Ka Cheung, Eric, G.B.S., O.B.E., J.P., Dr. Yu Sun Say, G.B.S., J.P. and Mr. Alfred Donald Yap, J.P.

*\* For identification purpose only*