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**Hembly International Holdings Limited**  
**恒寶利國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 03989)

**NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Hembly International Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 13 May 2009, at 36th Floor, 1 Hung To Road, Kwun Tong, Hong Kong for the purposes of considering and, if thought fit, passing with or without modifications the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (a) the conditional agreement dated 3 December 2008 (the “**Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into among the Company as guarantor, Spring Castle Group Limited as seller (the “**Seller**”) and Luxba Group Limited (formerly known as Primewill Investments Limited) as purchaser (the “**Purchaser**”) pursuant to which the Seller has conditionally agreed to dispose of, and the Purchaser has conditionally agreed to purchase 7,500 common shares with a par value of US\$1.00 each in the share capital of Well Metro Group Limited and implementation of all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company be and are hereby authorised to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their absolute discretion consider necessary or expedient for the purpose of or in connection with the implementation of the Agreement and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Agreement which in their opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.”

By Order of the Board of  
**Hembly International Holdings Limited**  
**Ngok Yan Yu**  
*Chairman*

Hong Kong, 24 April 2009

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, where that member holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. A proxy form is enclosed. Whether or not you intend to attend the meeting in person, you are requested to complete and return the proxy form in accordance with the instructions printed thereon.
3. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof.
4. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the meeting, in person or by proxy, in respect of such share as if he or she was solely entitled thereto, but if more than one of such holders be present at the 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 of the Company in respect of the joint holding. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders thereof.
5. Completion and return of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing such a proxy shall be deemed to be revoked.
6. In accordance with the Listing Rules, NWD and its associates shall abstain from voting in respect of the resolution set out in the notice above which shall be voted only by way of poll.
7. As at the date of this announcement, the Board comprises five executive directors, namely Mr. Ngok Yan Yu, Mr. Lam Hon Keung, Keith, Ms. Tang Chui Yi, Janny, Mr. Wong Ming Yeung, and Mr. Marcello Appella; two non-executive directors, namely Mr. Antonio Piva and Mr. Je Kin Ming; and three independent non-executive directors, namely Mr. Lo Ming Chi, Charles, Mr. Pao Ping Wing and Mr. Kwan Hung Sang, Francis.
8. Votes on the ordinary resolution to be proposed will be taken by way of poll.