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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Hembly International Holdings Limited (the “**Company**”) will be held at 2:30 p.m. on Tuesday, 9 December 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

1. “**THAT:**

- (a) the agreement (the “**Original Agreement**”) dated 8 September 2009 and entered into between Rising Boom Enterprises Limited (the “**Purchaser**”), a wholly-owned subsidiary of the Company, as purchaser; (i) Simple Success Investments Limited (“**Simple Success**”); (ii) Bright King Investments Limited (“**Bright King**”) and (iii) Bright Good Limited (“**Bright Good**”), as vendors; (i) Mr. Ngok Yan Yu (the “**Warrantor**”), as warrantor; and the Company; and the supplemental agreement (the “**Supplemental Agreement**”) (the Supplemental Agreement and the Original Agreement are collectively referred to as the “**Acquisition Agreement**”) dated 18 September 2009 entered into amongst Simple Success, Bright King, Bright Good, the Purchaser, the Company and the Warrantor in relation to the acquisition (the “**Acquisition**”) of the entire issued share capital of Smartview Investment Holdings Ltd.) at a consideration (the “**Consideration**”) of HK\$1,155.54 million (a copy of the Acquisition Agreement has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose), as mentioned in the circular (the “**Circular**”) of the Company dated 23 November 2009 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereby) be and are hereby approved, confirmed and ratified;

- (b) the directors (“**Directors**”) of the Company be and are hereby generally and specifically authorised to issue the Convertible Notes (as defined in the Circular) in accordance with the terms and conditions of the Acquisition Agreement and, subject to completion of the Acquisition, to issue and allot such number of new ordinary shares of the Company upon exercise of the conversion rights under the Convertible Notes;
- (c) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition Agreement, or any of the transactions contemplated under the Acquisition Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Acquisition Agreement) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 23 November 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 in his stead. 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, the Warrantor and Simple Success and their associates shall abstain from voting in respect of the resolution set out in the notice as set out above which shall be voted only by way of poll.
 7. As at the date of this notice, the Board comprises six executive directors, namely Mr. Ngok Yan Yu, Mr. Lam Hon Keung, Keith, Ms. Tang Chui Yi, Janny, Mr. Wong Ming Yeung, Mr. Marcello Appella, and Mr. Chan Tak Yan 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.
- * *For identification purpose only*