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EASYKNIT INTERNATIONAL HOLDINGS LIMITED

永義國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1218)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Easyknit International Holdings Limited (the “Company”) will be held at Unit A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Monday, 21 December 2009 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

ORDINARY RESOLUTIONS

1. “THAT:-

- (A) the sale and purchase agreement (the “Grow Well Agreement”) dated 14 October 2009, a copy of which has been produced to this Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification, entered into between Easyknit Properties Holdings Limited (the “Purchaser”) and Ms. Lui Yuk Chu (the “Ms. Lui”) pursuant to which, subject to the fulfilment of the conditions set out therein, Ms. Lui agreed to sell, or procure to sell, and the Purchaser agreed to purchase the entire issued share capital of Grow Well Profits Limited (“Grow Well”) and an interest free loan (the “Grow Well Sale Loan”) in the amount of HK\$86,006,676.56 as at 30 November 2009 and owed by Grow Well to Ms. Lui, for an aggregate consideration of HK\$123,120,000 and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (B) the deed of assignment (the “Deed of Assignment”) to be entered into between Ms. Lui, the Purchaser and Grow Well, pursuant to which Ms. Lui agreed to assign the Grow Well Sale Loan to the Purchaser for consideration of HK\$86,006,676.56, a copy of the draft has been produced to this Meeting marked “B” and initialled by the chairman of the Meeting for the purpose of identification, be and is hereby approved; and
- (C) the directors of the Company be and are hereby authorised to exercise all the powers of the Company to do all such acts and things, to sign and execute such further documents and to take all steps as might in their opinion be necessary, desirable or expedient to give effect to or in connection with the Grow Well Agreement, the Deed of Assignment and the performance of the transactions contemplated thereunder.”

* For identification purpose only

2. “THAT:-

- (A) the sale and purchase agreement (the “Supertop Agreement”) dated 14 October 2009, a copy of which has been produced to this Meeting marked “C” and initialled by the chairman of the Meeting for the purpose of identification, entered into between the Purchaser and Ms. Lui pursuant to which, subject to the fulfilment of the conditions set out therein, Ms. Lui agreed to sell, or procure to sell, and the Purchaser agreed to purchase the entire issued share capital of Supertop Investment Limited for an aggregate consideration of HK\$104,350,000, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified; and
- (B) the directors of the Company be and are hereby authorised to exercise all the powers of the Company to do all such acts and things, to sign and execute such further documents and to take all steps as might in their opinion be necessary, desirable or expedient to give effect to or in connection with the Supertop Agreement and the performance of the transactions contemplated thereunder.”

By order of the Board of
Easyknit International Holdings Limited
Kwong Jimmy Cheung Tim
President and Chief Executive Officer

Hong Kong, 4 December 2009

Notes:

1. Any shareholder of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s principal place of business in Hong Kong at Unit A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for the purposes of the bye-laws of the Company be deemed joint holders thereof.
6. All resolutions will be voted by way of poll.

At the date of this announcement, the Board comprises Mr. Kwong Jimmy Cheung Tim and Ms. Lui Yuk Chu as executive directors, Mr. Tse Wing Chiu, Ricky as non-executive director and Mr. Tsui Chun Kong, Mr. Jong Koon Sang and Mr. Hon Tam Chun as independent non-executive directors.