

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 Wednesday, 17 February 2010 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed (with or without amendment) as ordinary resolutions:-

#### **ORDINARY RESOLUTIONS**

1. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from 9:30 a.m. on 18 February 2010 (Hong Kong time):
  - (a) every ten (10) existing ordinary shares of par value HK\$0.01 each in the issued and unissued share capital of the Company be consolidated (“Share Consolidation”) into one (1) ordinary shares of par value HK\$0.10 each (“Consolidated Share(s)”);
  - (b) all of the Consolidated Shares resulting from the Share Consolidation shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions contained in the bye-laws of the Company (“Bye-laws”);
  - (c) the board lot size for trading in the shares of the Company be changed from 5,000 existing ordinary shares to 1,000 Consolidated Shares after the Share Consolidation becoming effective; and
  - (d) the directors of the Company be and are hereby authorised to do all such further things and acts and execute all such further documents and take all such steps which they consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Share Consolidation.”

\* *For identification only*

2. “**THAT** the sale and purchase agreement dated 3 December 2009 entered between Easyknit Properties Holdings Limited, a wholly-owned subsidiary of the Company, as vendor and Quick Easy Limited, a wholly-owned subsidiary of Easyknit Enterprises Holdings Limited, as purchaser, in relation to the sale and purchase of 2 shares of HK\$1 each in the issued share capital of Easyknit Global Company Limited, 2 shares of HK\$1 each in the issued share capital of Easyknit Worldwide Company Limited and 2 shares of HK\$1 each in the issued share capital of Grand Profit Development Limited, together representing the entire issued share capital of each of Easyknit Global Company Limited, Easyknit Worldwide Company Limited and Grand Profit Development Limited, at a consideration of HK\$80 million (the “Sale and Purchase Agreement”, a copy of which has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) be and is hereby generally and unconditionally ratified and approved and the directors of the Company be and are hereby authorised to do all such further things and acts and execute all such further documents and take all such steps which they consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Sale and Purchase Agreement and any of the transactions contemplated thereunder.”

Yours faithfully,  
For and on behalf of  
**Easyknit International Holdings Limited**  
**Kwong Jimmy Cheung Tim**  
*President and Chief Executive Officer*

Hong Kong, 29 January 2010

*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 branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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 on by way of poll.

*As at the date hereof, the Board of Easyknit International Holdings Limited 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.*