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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 Wednesday, 19 October 2011 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (A) the sale and purchase agreement dated 12 September 2011 entered into between Goodco Development Limited, a wholly-owned subsidiary of the Company, as purchaser and Mr. Park Jong Yong as vendor in relation to the sale and purchase of 61,775,205 shares in the share capital of Easyknit Enterprises Holdings Limited (“**EE Shares**”) at a consideration of HK\$0.30 per EE Share (the “**Conditional Share Purchase Agreement**”, a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed 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 any matters relating to or in connection with the Conditional Share Purchase Agreement and any of the transactions contemplated thereunder.

** for identification only*

2. “THAT

- (A) subject to completion of the Conditional Share Purchase Agreement, the making of a general offer involving the acquisition at an offer price of HK\$0.30 per share in Easyknit Enterprises Holdings Limited of the entire issued share capital of Easyknit Enterprises Holdings Limited not already owned or agreed to be acquired by the Company, Goodco Development Limited and parties acting in concert with any of them as required under Rule 26 of the Hong Kong Code on Takeovers and Mergers as described in the circular of the Company dated 30 September 2011 (the “**Circular**”) by Goodco Development Limited on the terms and subject to the conditions to be set out in the offer document to be sent to the shareholders of Easyknit Enterprises Holdings Limited (the “**Possible Offer**”) and the transactions contemplated under the Possible Offer be and are hereby approved; 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 any matters relating to or in connection with the Possible Offer and any of the transactions contemplated thereunder.

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

Hong Kong, 30 September 2011

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.*

As at the date hereof, the Board comprises Mr. Kwong Jimmy Cheung Tim, Ms. Lui Yuk Chu and Ms. Koon Ho Yan, Candy 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.