
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Easyknit International Holdings Limited, you should at once hand this circular together with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)****ADOPTION OF THE 2012 SHARE OPTION SCHEME
OF EASYKNIT ENTERPRISES HOLDINGS LIMITED
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of Easyknit International Holdings Limited to be held at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Tuesday, 9 December 2014 at 10:00 a.m. is set out on pages N-1 to N-2 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

Hong Kong, 20 November 2014

* for identification only

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“2012 AGM”	annual general meeting of EE held on 29 June 2012
“EE 2012 Share Option Scheme”	the share option scheme was approved and adopted by the EE Shareholders at the 2012 AGM, a summary of the principal terms of which is set out in Appendix I to this circular
“Adoption Date”	29 June 2012
“Board”	board of Directors
“Bye-laws”	bye-laws of the Company
“Company”	Easyknit International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Date of Grant”	in respect of an Option, the date on which the EE Board resolved to make an offer of that Option to the Participant, which date must be a business day
“Director(s)”	director(s) of the Company
“EE”	Easyknit Enterprises Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“EE Board”	board of EE Directors
“EE Directors”	directors of EE
“EE Ordinary Shares” or EE Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of EE
“EE Shareholders”	holders of the EE shares
“Grantee”	any Participant who accepts an Offer in accordance with the terms of the EE 2012 Share Option Scheme, or (where the context so permits) any person who is entitled to any such Option in consequence of the death of the original Grantee, or the legal personal representative of such person

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 November 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Offer”	an offer for the grant of an Option made in accordance with the EE 2012 Share Option Scheme
“Option”	an option to subscribe for Shares granted pursuant to the EE 2012 Share Option Scheme
“Participant(s)”	all directors (including any executive or non-executive directors) and full time employees of, and any consultants employed on a contract basis by, member of the group and associated companies (within the meaning of the Statements of Standard Accounting Practice issued by the Hong Kong Institute of Certified Public Accountants)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Tuesday, 9 December 2014 at 10:00 a.m., notice of which is set out on pages N-1 to N-2 of this circular
“Share(s)”	ordinary share(s) of par value HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD



EASYKNIT INTERNATIONAL HOLDINGS LIMITED

永義國際集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1218)

Executive Directors:

Mr. Kwong Jimmy Cheung Tim
(President & Chief Executive Officer)
Ms. Lui Yuk Chu
(Vice President)
Ms. Koon Ho Yan Candy

Non-executive Directors:

Mr. Tse Wing Chiu Ricky
Mr. Lai Law Kau

Independent Non-executive Directors:

Mr. Tsui Chun Kong
Mr. Jong Koon Sang
Mr. Hon Tam Chun

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Block A, 7th Floor
Hong Kong Spinners Building, Phase 6
481-483 Castle Peak Road
Cheung Sha Wan
Kowloon
Hong Kong

20 November 2014

To the Shareholders

Dear Sir or Madam,

**ADOPTION OF THE 2012 SHARE OPTION SCHEME
OF EASYKNIT ENTERPRISES HOLDINGS LIMITED
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of SGM and to provide you with details regarding the EE 2012 Share Option Scheme.

PROPOSED ADOPTION OF THE EE 2012 SHARE OPTION SCHEME

The EE 2012 Share Option Scheme was approved by the EE Shareholders at 2012 AGM. As at the date of 2012 AGM, EE is a subsidiary of the Company as the Company via its wholly-owned subsidiaries held a total of 298,450,671 EE Shares, representing 52.23% of the total issued EE Shares. According to the Listing Rules, the adoption of EE 2012 Share Option Scheme has also to be approved by the shareholders of the Company, its holding company.

* *for identification only*

LETTER FROM THE BOARD

As at the Latest Practicable Date, EE still is a subsidiary of the Company as the Company via its wholly-owned subsidiaries held a total of 207,406,233 EE Shares, representing 40.96% of the total issued EE Shares.

The terms of the EE 2012 Share Option Scheme provide that in granting Options under the EE 2012 Share Option Scheme, the EE Board may offer to grant any Options subject to such terms and conditions in relation to the minimum period of the Options to be held, and/or any minimum performance targets under the EE 2012 Share Option Scheme which must be achieved before the Options can be exercised, and/or any other terms as the EE Board may determine in its absolute discretion. The EE Board will also determine the subscription price in respect of any Option, which must be at least the higher of (i) the closing price of the EE Ordinary Shares as stated in the Stock Exchange's daily quotations sheet on the Date of Grant; (ii) the average closing price of the EE Ordinary Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of an EE Ordinary Share on the Date of Grant. A summary of the principal terms of the proposed EE 2012 Share Option Scheme is set out in Appendix I to this circular. Copy of the full text of EE 2012 Share Option Scheme will be available for inspection at the principal place of business of the Company at Block A, 7/F, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong during normal office hours on any weekday, Monday to Friday, except public holidays from the date of this circular up to and including 8 December 2014 and at the SGM.

The EE Directors consider that it is not appropriate to state the value of all Options that can be granted pursuant to the EE 2012 Share Option Scheme as if they had been granted at the Latest Practicable Date.

The EE Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date will not be meaningful to the EE Shareholders, taking into account the number of variables which are crucial for the calculation of the value of the Options which have not been determined. Such variables include the subscription price, option period, any lock-up period, and other relevant variables.

As at the date of 2012 AGM, the EE 2012 Share Option Scheme has been approved and adopted by the EE Shareholders by passing an ordinary resolution.

No Shareholder is required under the Listing Rules to abstain from voting on the ordinary resolution to approve the EE 2012 Share Option Scheme. Subject to the obtaining of Shareholders' approval with respect to the adoption of the EE 2012 Share Option Scheme, the total number of EE Ordinary Shares which may be issued upon exercise of all Options to be granted under the EE 2012 Share Option Scheme must not, in aggregate, exceed 10% of the issued share capital of EE as at the Adoption Date of the EE 2012 Share Option Scheme. The EE Board shall not grant any Options which would result in the maximum aggregate number of EE Ordinary Shares which may be issued upon exercise of all outstanding Options granted but yet to be exercised under the EE 2012 Share Option Scheme and any other share option schemes adopted by EE which provide for the grant of options to acquire or subscribe for EE Ordinary Shares exceeding, in aggregate, 30% of the issued share capital of EE from time to time ("Scheme Limit"). No Options may be granted under any schemes of EE if this will result in the Scheme Limit being exceeded.

LETTER FROM THE BOARD

As at the date of 2012 AGM, there were 648,156,675 EE Ordinary Shares in issue. EE may grant Options under the EE 2012 Share Option Scheme and any other share option schemes of EE in respect of which up to 64,815,667 EE Ordinary Shares, representing 10% of the EE Ordinary Shares in issue.

As at the Latest Practicable Date and since the date of 2012 AGM, no Option has been granted, exercised, cancelled or lapsed under the EE 2012 Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for approval of the listing of, and permission to deal in, the EE Ordinary Shares which may fall to be issued pursuant to the exercise of any Options that may be granted under the EE 2012 Share Option Scheme.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll save for purely procedural or administrative matters. The chairman of the SGM will therefore exercise his power under Bye-law 70 of the Bye-Law to put the resolution to be proposed at the SGM to the vote by way of poll.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by a proxy shall have one vote for each Share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

After the conclusion of the SGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.easyknit.com).

RESPONSIBILITY STATEMENT

This circular for which the Directors collectively and individually accept full responsibility includes particular given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the adoption of the EE 2012 Share Option Scheme is in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders vote in favour of the resolution to be proposed at the SGM.

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

The following is a summary of the principal terms of the EE 2012 Share Option Scheme:

1. The purpose of the EE 2012 Share Option Scheme is to provide the Participants who will be granted Options under the EE 2012 Share Option Scheme to subscribe for EE Ordinary Shares with the opportunity to acquire proprietary interests in EE and to encourage Participants to work towards enhancing the value of EE and its EE Ordinary Shares for the benefit of EE and EE Shareholders as a whole.
2. All directors (including any executive and non-executive directors), full-time employees and consultants of EE and its subsidiaries (which, in the context of this summary of the principal terms of the EE 2012 Share Option Scheme, includes the associated companies of EE) are eligible to participate in the EE 2012 Share Option Scheme.
3. The number of EE Shares which may be issued upon exercise of all Options to be granted under the EE 2012 Share Option Scheme or any other share option scheme adopted by EE shall not in aggregate exceed 10% of the EE Ordinary Shares in issue on the date of approval by the EE Shareholders of the 2012 Share Option Scheme. (As at the date of 2012 AGM, such 10% limit represented 64,815,667 EE Ordinary Shares.) Options which have lapsed in accordance with the terms of the EE 2012 Share Option Scheme will not be counted in calculating the 10% limit. However, EE may “refresh” this 10% limit with EE Shareholders’ approval with the issue of an appropriate circular to EE Shareholders provided that each such renewal may not exceed the 10% of the Ordinary Shares in issue as at the date of the EE Shareholders’ approval. Options previously granted under the EE 2012 Share Option Scheme and other share option schemes (including those outstanding, cancelled, lapsed in accordance with its terms or exercised), shall not be counted for the purpose of calculating the limit as “refreshed”. The Company may seek separate approval by EE Shareholders in general meeting, with the issue of an appropriate circular to EE Shareholder, for granting Options beyond the 10% limit provided the Options in excess of the limit are granted only to the Participants specifically identified by EE before such approval is sought. The total number of EE Ordinary Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the EE 2012 Share Option Scheme or any other share option scheme adopted by EE must not exceed 30% of the EE Shares in issue from time to time. No Options may be granted under the EE 2012 Share Option Scheme or any other share option scheme adopted by the EE if it will result in the 30% limit being exceeded.
4. Unless approved by EE Shareholders in the manner set out in this paragraph below, the total number of EE Ordinary Shares issued and to be issued upon exercise of the Options granted and to be granted to each Participant or Grantee (as the case may be) (including both exercised and unexercised Options) under the EE 2012 Share Option Scheme or any other share option scheme adopted by EE in any 12 month period must not exceed 1% of the EE Ordinary Shares in issue. Any further grant of Options which would result in the number of EE Ordinary Shares issued and to be issued upon exercise of the Options granted and to be granted in the 12 month period up to and including the date of such

further grant exceeding the said 1% limit shall be subject to prior EE Shareholders' approval with the relevant Participant or Grantee (as the case may be) and his associates (such term shall have the meaning ascribed to the definition of "associate" under Rule 1.01 of the Listing Rules in relation to any director, chief executive or substantial shareholder (being an individual)) abstaining from voting. A circular must be sent to the EE Shareholders disclosing the identity of such Participant or Grantee (as the case may be) and the number and terms of the Options granted and to be granted.

5. (a) The period within which the Options must be exercised will be specified by EE at the time of making an offer of the grant of an Option. This period must expire no later than 10 years from the relevant Date of Grant;
- (b) In the event a Grantee ceases to be a Participant for any reason other than (i) his or her death or (ii) on one or more of the grounds of termination of employment or upon the occurrence of any other events specified in paragraph 13(f) below, the Option shall lapse on the date of cessation of such employment and not be exercisable unless the EE Board otherwise determines in which event the Option shall be exercisable to the extent and within such period as the EE Board may determine. The date of cessation of employment shall be the last actual working day on which the Grantee was physically at work with the relevant member of the group of EE, whether salary is paid in lieu of notice or not;
- (c) In the event the Grantee (who is not a consultant) dies before exercising the Option in full and none of the events for termination of employment under paragraph 13(f)(i) below then exists with respect to such Grantee, the personal representative(s) of the Grantee shall be entitled within a period of 12 months from the date of death to exercise the Option up to the entitlement of such Grantee as at the date of death;
- (d) If a general offer by way of takeover or otherwise (other than by way of scheme of arrangement pursuant to paragraph 5(e) below) is made to all the holders of EE Ordinary Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, EE shall forthwith give notice thereof to the Grantee and the Grantee shall be entitled to exercise the Option either to its full extent or to the extent notified by EE pursuant to paragraph 5(h) at any time within such period as shall be notified by the Company;
- (e) If a general offer for EE Ordinary Shares by way of scheme of arrangement is made to all the holders of EE Ordinary Shares and has been approved by the necessary number of holders of EE Ordinary Shares at the requisite meetings, the Company shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option either to its full extent or to the extent notified by EE pursuant to paragraph 5(h);

- (f) In the event a notice is given by EE to its EE Shareholders to convene a EE Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up EE, EE shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option either to its full extent or to the extent notified by EE pursuant to paragraph 5(h), and EE shall as soon as possible and in any event no later than three days prior to the date of the proposed EE Shareholders' meeting, allot, issue and register in the name of the Grantee such number of fully paid EE Ordinary Shares which fall to be issued on exercise of such Option;
 - (g) In the event of a compromise or arrangement, other than a scheme of arrangement contemplated in paragraph 5(e) above, between EE and its members and/or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of EE, EE shall give notice thereof to all Grantees on the same day as it first gives notice of the meeting to its members and/or creditors to consider such a scheme and the Grantee may at any time thereafter but before such time as shall be notified by EE exercise the Option either to its full extent or to the extent notified by EE pursuant to paragraph 5(h), and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed meeting, allot, issue and register in the name of the Grantee such number of fully paid EE Ordinary Shares which fall to be issued on exercise of such Option; and
 - (h) Upon the occurrence of any of the events referred to in paragraphs 5(d), (e), (f) and (g) above, EE may in its discretion notwithstanding the terms of the relevant Option at the same time as giving the notice provided under each of those paragraphs, also give notice to a Grantee that his or her Option may be exercised at any time within such period as shall be notified by EE and/or to the extent (not being less than the extent to which it could then be exercised in accordance with its terms) notified by EE, notwithstanding that the period of the Option has not come into effect. If EE gives such notice, the balance of the Option shall lapse.
6. Each grant of Options to any EE Directors, chief executive or substantial shareholder of EE, or any of their respective associates (as such term is defined in Rule 1.01 of the Listing Rules) shall be subject to the prior approval of the independent non-executive EE Directors (excluding any independent non-executive EE Director who is a proposed grantee of the Option). Where any grant of Options to a substantial shareholder or an independent non-executive EE Director, or any of their respective associates (as such term is defined in Rule 1.01 of the Listing Rules), would result in the EE Ordinary Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12 month period up to and including the date of such grant:
- (a) representing in aggregate over 0.1% (or such other percentage as may from time to time be specified by the Stock Exchange) of the EE Ordinary Shares in issue; and

- (b) having an aggregate value, based on the closing price of the EE Ordinary Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant, in excess of HK\$5 million (or such other amount as may from time to time be specified by the Stock Exchange),

such grant of Options shall be subject to prior approval by the EE Shareholders (voting by way of poll). All connected persons (as defined in the Listing Rules) of EE shall abstain from voting at such general meeting,

except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular to be sent to the EE Shareholders in connection therewith.

7. At the time of grant of the Options, EE must specify the minimum period(s), if any, for which an Option must be held before it can be exercised in whole or in part.
8. At the time of the grant of the Options, EE must specify the minimum performance target(s), if any, which must be achieved before the Options can be exercised in whole or in part.
9. The amount payable on acceptance of an Option is HK\$1.
10. The subscription price for the EE Ordinary Shares the subject of the Options shall be no less than the higher of (i) the closing price of the EE Ordinary Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of the EE Ordinary Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five Stock Exchange business days immediately preceding the Date of Grant; and (iii) the nominal value of an EE Ordinary Share on the Date of Grant. The subscription price will be established by the EE Board at the time the Option is offered to the Participant.
11. The EE Ordinary Shares to be allotted and issued upon the exercise of an Option shall be subject to all the provisions of the M&A for the time being in force and will rank pari passu with the fully paid EE Ordinary Shares in issue on the date the name of the Grantee is registered on the register of members of EE. Prior to the Grantee being registered on the register of members of EE, the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions of any rights arising on a liquidation of EE, in respect of the Shares to be issued upon the exercise of the Option.
12. No Options may be granted under the EE 2012 Share Option Scheme after the date of the 10th anniversary of the Adoption Date of the EE 2012 Share Option Scheme.
13. An Option shall lapse automatically and not be exercisable, to the extent not already exercised on the earliest of:
- (a) the expiry of the Option Period;

- (b) the expiry of the period for exercising the Option as referred to in paragraphs 5(b), (c), (d), (f) or (g) above;
 - (c) subject to the scheme of arrangement (referred to in paragraph 5(e) above) becoming effective, the expiry of the period for exercising the Option as referred to in paragraph 5(e) above;
 - (d) subject to paragraph 5(f) above, the date of commencement of the winding up of EE;
 - (e) the date on which the Grantee sells, transfers, charges, mortgages, encumbers or creates any interest in favour of any other person, over or in relation to any Option in breach of the EE 2012 Share Option Scheme;
 - (f) the date on which the Grantee ceases to be a Participant by reason of (i) the termination of his or her employment on the grounds that he or she has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his or her debts or has become bankrupt or has made any arrangement or composition with his or her creditors generally or has been convicted of any criminal offence involving his or her integrity or honesty or on any other ground on which an employer would be entitled to terminate his or her employment summarily, or (ii) the expiration or termination of his or her contract for employment as consultant whether in accordance with its terms, by agreement between the parties thereto, due to the default of any parties thereto or otherwise; and
 - (g) subject to paragraph 5(b), the date the Grantee ceases to be a Participant by any other reason (including, without limitation, the death of a Grantee who is a consultant).
14. In the event of any capitalisation of profits or reserves, rights issue, subdivision or consolidation of EE Ordinary Shares, or reduction of the share capital of EE whilst any Option remains exercisable, the auditors of EE or an independent financial adviser engaged by EE for such purpose shall certify what adjustment is required to the subscription price or the number of EE Ordinary Shares to be issued on exercise of the Options or the number or nominal amount of EE Ordinary Shares subject to the Option so far as unexercised provided that any such adjustments give the Participant the same proportion of the equity capital of EE as that Participant was previously entitled to, but no such adjustments may be made to the extent that a share would be issued at less than its nominal value. An issue of EE Shares as consideration in a transaction shall not be regarded as a circumstance requiring adjustment.

15. Any Options granted but not exercised may be cancelled if the Grantee so agrees and new Options may be granted to the Participant provided such new Options fall within the limits specified in paragraph 3 above and are otherwise granted in accordance with the terms of the EE 2012 Share Option Scheme with available unissued Options (excluding the cancelled Options).
16. The EE Ordinary Shares issued on exercise of the Options will on issue be identical to the then existing issued EE Ordinary Shares.
17. EE by ordinary resolution of EE Shareholders, or the EE Board may at any time terminate the operation of the EE 2012 Share Option Scheme and in such event no further Options will be offered or granted. Any Options granted and remain unexpired shall continue to be exercisable in accordance with their terms of issue after the termination of the EE 2012 Share Option Scheme.
18. The Options granted are personal to the Grantees and are not transferable or assignable.
19. Those specific provisions of the EE 2012 Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Participants, and no changes to the authority of the EE Directors or administrator of the EE 2012 Share Option Scheme in relation to any alteration of the terms shall be made, without the prior approval of EE Shareholders in general meeting. Any alterations to the terms and conditions of the EE 2012 Share Option Scheme, or any change to the terms of Options granted, must be approved by the EE Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the EE 2012 Share Option Scheme.

NOTICE OF SPECIAL GENERAL MEETING



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 (the “Meeting”) of Easyknit International Holdings Limited (the “Company”) will be held at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Tuesday, 9 December 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

Ordinary Resolution

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the shares in the capital of Easyknit Enterprises Holdings Limited (“Easyknit Enterprises”) which may fall to be issued pursuant to the share option scheme of Easyknit Enterprises, as defined and summarised in the circular dated 20 November 2014 of the Company (a copy of which is produced to the Meeting marked “A” and signed by the chairman of this Meeting for the purpose of identification) (the “EE 2012 Share Option Scheme”), the EE 2012 Share Option Scheme be and is hereby approved by the Company and the directors of Easyknit Enterprises Holdings Limited be and are hereby authorized to grant options and to allot, issue and deal with the shares pursuant to the exercise of any option granted thereunder and to take such steps and do such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the EE 2012 Share Option Scheme.”

By Order of the Board

Easyknit International Holdings Limited

Kwong Jimmy Cheung Tim

President and Chief Executive Officer

Hong Kong, 20 November 2014

* *for identification only*

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. 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.
2. Where there are joint registered holders of any share, any one of such persons may vote at the 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 the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. 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.
4. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.