



Combine Will

COMBINE WILL INTERNATIONAL HOLDINGS LIMITED

聯志國際控股有限公司

(Incorporated in the Cayman Islands on 8 October 2007)

(Registration Number: MC-196613)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Combine Will International Holdings Limited 聯志國際控股有限公司 (the "Company") will be held at Pan Pacific Singapore, Ocean 12 & 13, 7 Raffles Boulevard, Marina Square, Singapore 039595 on 8 November 2010 at 11.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1 – THE SHARE CONSOLIDATION

That subject to and contingent upon the passing of Ordinary Resolutions 2, 3 and 4 and Special Resolution 5, and receipt of approval by the KRX for the Application:

- the proposed consolidation of every ten Existing Shares held by the Shareholders as at the Books Closure Date into one Consolidated Share with effect from a date to be fixed by the Directors, be and is hereby approved;
- any fraction of a Consolidated Share which may arise from the consolidation pursuant to paragraph (a) above shall be disregarded, and all fractions of the Consolidated Shares to which holders of the Existing Shares would otherwise be entitled shall be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including, without limitation, aggregating and selling the same and retaining the net proceeds for the benefit of the Company; and
- the Directors and each of them be and is hereby authorised to do and execute all such acts and things as they or he may in their or his sole discretion consider necessary or expedient to give effect to this Resolution and implementation of any of the foregoing.

ORDINARY RESOLUTION 2 – THE DUAL LISTING AND ISSUE BY THE COMPANY OF UP TO 11,000,000 NEW CONSOLIDATED SHARES

That subject to and contingent upon the passing of Ordinary Resolutions 1, 3 and 4 and Special Resolution 5:

- the Dual Listing and the issue of up to 11,000,000 New Consolidated Shares for the Offering at an offer price per New Consolidated Share in accordance with Resolution 3 below, and in such manner, on such terms and at such time as the Board may determine in each case, be and is hereby approved;
- the provisions of Article 12(2) shall not apply to the allotment and issue of the 11,000,000 New Consolidated Shares referred to in paragraph (a) above; and
- the Directors and each of them be and is hereby authorised to do and execute all such acts and things as they or he may in their or his sole discretion consider necessary or expedient to give effect to the Dual Listing, this Resolution and implementation of any of the foregoing.

ORDINARY RESOLUTION 3 – THE OFFER PRICE OF THE NEW CONSOLIDATED SHARES BEING AT A PREMIUM OR NOT MORE THAN 15.0% DISCOUNT TO THE SGX-ST MARKET PRICE, SUBJECT TO A MINIMUM OFFER PRICE OF S\$2.30 PER NEW CONSOLIDATED SHARE

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 4 and Special Resolution 5:

- the offer price of the New Consolidated Shares, being at a premium or not more than 15% discount to the SGX-ST Market Price, subject to a minimum offer price of S\$2.30 per New Consolidated Share, be and is hereby approved; and
- that in the determination of the final offer price of the New Consolidated Shares, the Directors and each of them be and is hereby authorised to do and execute all such acts and things as they or he may in their or his sole discretion consider necessary or expedient to give effect to this Resolution and implementation of any of the foregoing.

ORDINARY RESOLUTION 4 – THE PROPOSED APPOINTMENT OF A CHIEF SUPERVISORY OFFICER

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3 and Special Resolution 5, Mr Kevin Miu, having consented to act, be and is hereby appointed as the chief supervisory officer of the Company with effect from the date of approval by Shareholders at the EGM and to hold office for a term not exceeding three years at a remuneration of not more than S\$60,000 per annum.

SPECIAL RESOLUTION 5 – THE PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 4, and receipt of approval by the KRX for the Application:

- Clause 3 of the memorandum of association of the Company (the "Memorandum") be deleted in its entirety and replaced with the following:
"The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law (2010 Revision) or as the same may be revised from time to time, or any other law of the Cayman Islands."
- Clause 5 of the Memorandum be amended by deleting the words "The share capital of the Company is HK\$750,000,000 divided into 1,000,000,000 shares of a nominal or par value of HK\$0.75 each" and replacing them with the following:
"The share capital of the Company is HK\$750,000,000 divided into 100,000,000 shares of a nominal or par value of HK\$7.50 each".
- the amended and restated memorandum and articles of association of the Company in the form tabled at the EGM and initialed by the Chairman for identification purposes and containing the amendments set out in the Circular (including Appendix 1), be and are hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company; and
- the Directors and each of them, and the Joint Company Secretaries and each of them, be and are hereby authorised to do and execute all such acts and things as they or he may consider necessary or expedient to give effect to this Resolution, including without limitation, all filings with the Registrar of Companies in the Cayman Islands.

All capitalised terms used in this Notice of EGM which are not defined herein shall unless the context otherwise requires, have the same meanings ascribed to them in the circular of the Company to Shareholders dated 15 October 2010.

By Order of the Board

Ng Joo Khin / Tsang Hung Leung, Alan

Joint Company Secretaries

Singapore, 15 October 2010

Notes:-

- A member of the Company entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or two proxies to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative to vote on its behalf. A proxy need not be a member of the Company.
- The Proxy Form must be deposited at the registered office of the Company's local share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, not less than 48 hours before the time fixed for holding the extraordinary general meeting in order for the proxy to be entitled to attend and vote at the extraordinary general meeting.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 48 hours before the time fixed for holding the extraordinary general meeting in order for the Depositor to be entitled to attend and vote at the extraordinary general meeting.