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## **HKR INTERNATIONAL LIMITED**

### **香港興業國際集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00480)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of HKR International Limited (the “Company”) will be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 9 March 2010 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the construction and renovation services framework agreement dated 20 January 2010 entered into between the Company and Hanison Construction Holdings Limited (the “Construction and Renovation Agreement”), in respect of which a copy of the circular dated 9 February 2010 (the “Circular”) marked “A” and a copy of the Construction and Renovation Agreement marked “B” have been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, and the terms of and the transactions contemplated thereunder (the “Continuing Connected Transactions”) be and are hereby approved, ratified and confirmed;
- (b) the annual caps (as defined in the Circular) in relation to the Continuing Connected Transactions be and are hereby approved, ratified and confirmed; and
- (c) any director or directors of the Company be and is/are hereby authorised, for and on behalf of the Company, to execute all such documents and to do all such acts or things incidental to, ancillary to or in connection with the Continuing Connected Transactions.”

2. **“THAT:**

- (a) the sale and purchase agreement dated 25 January 2010 entered into between Broad Base International Limited, the Company’s wholly-owned subsidiary, Cagen Holdings Limited and BC Investment LLC (the “Sale and Purchase Agreement”), in respect of which a copy of the Sale and Purchase Agreement marked “C” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, and the terms of and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any director or directors of the Company be and is/are hereby authorised, for and on behalf of the Company, to execute all such documents and to do all such acts or things incidental to, ancillary to or in connection with the Sale and Purchase Agreement.”

By order of the Board  
**LO Tai On**  
*Company Secretary*

Hong Kong, 9 February 2010

*Notes:*

1. Any member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. In case of joint registered holders of any share in the Company, any one of such persons may vote at the extraordinary general 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 extraordinary general 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 form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority shall be deposited at the Investor Centre of the Company’s share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the extraordinary general meeting or any adjourned meeting thereof should he so wish.
4. Registration of the extraordinary general meeting will start at 9:00 a.m. on Tuesday, 9 March 2010. In order to ensure the meeting can start on time, shareholders or their proxies are encouraged to arrive at the venue for registration at least 15 minutes before the meeting starts.
5. A proxy form for use at the EGM is enclosed.

*As at the date of this notice, the board of directors of the Company comprises:*

***Chairman***

Mr CHA Mou Sing Payson

***Deputy Chairman & Managing Director***

Mr CHA Mou Zing Victor

***Executive Directors***

Mr CHEUNG Tseung Ming

Mr CHUNG Sam Tin Abraham

Mr TANG Moon Wah

***Non-executive Directors***

The Honourable Ronald Joseph ARCULLI

Mr CHA Mou Daid Johnson

Mr CHEUNG Wing Lam Linus

Ms HO Pak Ching Loretta

Ms WONG CHA May Lung Madeline

***Independent Non-executive Directors***

Dr CHENG Kar Shun Henry

Dr The Honourable CHEUNG Kin Tung Marvin

Dr QIN Xiao

\* *Registered under Part XI of the Companies Ordinance, Chapter 32 of the laws of Hong Kong*