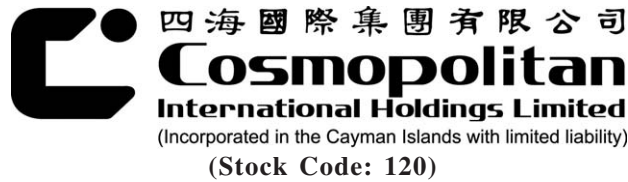


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance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



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Cosmopolitan International Holdings Limited (“**Company**”) will be held at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Monday, 14 July 2014 at 11:15 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions, of which resolution numbered 2 will be proposed as a special resolution and resolutions numbered 1, 3 and 4 will be proposed as ordinary resolutions of the Company:

### ORDINARY RESOLUTION 1

“**THAT:**

- (a) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below in this paragraph), every ten (10) issued and unissued ordinary shares with a par value of HK\$0.0002 each (“**Existing Shares**”) in the share capital of the Company shall, with effect from the Effective Date (as defined in paragraph (d) of this resolution), be consolidated into one (1) ordinary share with a par value of HK\$0.002 (a “**Consolidated Share**”) in the share capital of the Company;
- (b) all of the Consolidated Shares resulting from the consolidation of the ordinary shares in the share capital of the Company as stipulated in paragraph (a) of this resolution (“**Share Consolidation**”) shall, when allotted, issued and fully paid, rank pari passu in all respects with each other in accordance with the Articles of Association of the Company;
- (c) the directors of the Company (“**Directors**”) be and are authorised generally to sign and execute such documents and take any and all steps, and to do and/or procure to be done any and all acts and things which in their opinion may be necessary, desirable or expedient to implement and carry into effect the Share Consolidation, including the aggregation of all the fractional entitlements that may arise from the Share Consolidation and sale (if a premium, net of expenses, can be obtained) of these entitlements by a person appointed by the Directors contemplated in the circular of the Company dated 20 June 2014 and despatched to the shareholders of the Company; and
- (d) for the purpose of this resolution, “Effective Date” means the business day (as defined in the Rules Governing the Listing of Securities on the Stock Exchange) in Hong Kong immediately after the date on which this resolution is passed by the shareholders of the Company.”

### SPECIAL RESOLUTION 2

“**THAT:**

- (a) subject to the passing of the ordinary resolution numbered 1 (“**Ordinary Resolution 1**”) set out in the notice of the extraordinary general meeting of the Company dated 20 June 2014, of which

this resolution forms part, 4,397,609,522 unissued Consolidated Shares (as defined in Ordinary Resolution 1) shall, with effect from the Effective Date (as defined in paragraph (d) of this resolution), be re-designated as 4,397,609,522 non-voting non-redeemable convertible preference shares with a par value of HK\$0.002 each (“**Convertible Preference Shares**”) in the capital of the Company, having attached thereto the respective rights and being subject to the respective limitations set out in the Articles of Association of the Company as altered by this Resolution;

- (b) the existing clause 6 of the Memorandum of Association of the Company be replaced with effect from the Effective Date (as defined in paragraph (d) of this resolution) by a new clause 6 as follows:

“6. The authorized share capital of the Company shall be HK\$250,000,000 divided into 120,602,390,478 ordinary shares with a par value of HK\$0.002 each and 4,397,609,522 non-voting non-redeemable convertible preference shares with a par value of HK\$0.002 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (Revised) (Cap. 22) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained”;

- (c) the Articles of Association of the Company be amended with effect from the Effective Date (as defined in paragraph (d) of this resolution) as follows:

- (i) The existing Article 3 shall be deleted in its entirety and replaced by the following new Article 3:

”The authorized share capital of the Company shall be HK\$250,000,000 divided into 120,602,390,478 ordinary shares with a par value of HK\$0.002 each and 4,397,609,522 non-voting non-redeemable convertible preference shares with a par value of HK\$0.002 each.”

- (ii) by inserting a new Article 3A immediately after existing Article 3 as follows:

**“3A. Convertible Preference Shares**

The Convertible Preference Shares shall have the following special rights and restrictions:

**3A.1 Distributions**

The Convertible Preference Shares shall, subject to Articles 3A.2 and 3A.5(i), participate pari passu in any distributions payable to the holders of the Ordinary Shares on a pro rata as-if-converted basis.

### 3A.2 *Liquidation*

On a distribution of assets on liquidation or winding-up of the Company, the assets of the Company available for distribution to the holders of Convertible Preference Shares and Ordinary Shares shall be applied as follows:

- (a) firstly, in paying to the holder of each Convertible Preference Share an amount per Convertible Preference Share equal to the aggregate nominal value of the number of Ordinary Shares into which a Convertible Preference Share is then convertible;
- (b) secondly, in paying to the holder of each Ordinary Share, an amount per Ordinary Share equal to the nominal value thereof; and
- (c) the balance of such assets shall be distributed to the holders of Ordinary Shares and Convertible Preference Shares *pari passu* by reference to the nominal value thereof, provided that for this purpose the nominal value of a Convertible Preference Share shall be deemed to be the aggregate nominal value of the number of Ordinary Shares into which a Convertible Preference Share is then convertible.

### 3A.3 *Voting*

The Convertible Preference Shares shall not confer on the holders any entitlement to vote at general meetings of the Company, except on a resolution for winding-up of the Company. Notices of any general meeting of the Company shall be sent to each holder of Convertible Preference Shares and each holder shall be entitled to attend and speak at the same, whether or not it has a right to vote thereat.

### 3A.4 *Conversion*

- (a) Subject to (c) below, a holder of a Convertible Preference Share may by notice given to the Company at the place of business in Hong Kong of its appointed transfer agent (or, if no such agent is appointed, at the Company's principal place of business in Hong Kong) at any time after the date of issue of that share and accompanied by the share certificate for the relevant share (or, where such certificate has been lost or destroyed, such evidence of title as the Company may reasonably require), require the conversion of any or all of its Convertible Preference Shares (being at least 10,000, subject to adjustment upon the occurrence of subdivision, consolidation or re-classification of the Ordinary Shares under Article 3A.5(a) except that if the number of all the Convertible Preference Shares held by a holder is less than 10,000, he may exercise his conversion rights in respect of all such Convertible Preference Shares) into fully-paid Ordinary Shares without the payment of any additional consideration therefor whereupon the Company shall as soon as practicable and in any

event no later than five (5) Trading Days after the date of actual receipt of such notice and share certificate allot and issue to such holder such number of Ordinary Shares (rounded down to the nearest whole number) as shall be equal to the number of Convertible Preference Shares to be converted multiplied by the then applicable Conversion Factor and procure that a certificate for such Ordinary Shares is issued to the holder and sent at its risk to his address appearing in the Register.

- (b) Conversion of the Convertible Preference Shares shall be effected in such manner as the Directors shall, subject to these Articles and the Law, from time to time determine. Ordinary Shares issued upon conversion shall rank pari passu in all respects with the existing Ordinary Shares save in respect of any distribution or other corporate action the record date for which falls before the date of issue.
- (c) The Company shall not effect the conversion of any Convertible Preference Shares if and to the extent that as a result of conversion the percentage of the Ordinary Shares held by the public would, in the Company's reasonable opinion, fall below the minimum requirement under the rules of the Designated Stock Exchange, and the conversion of such Convertible Preference Shares shall be suspended until such time as the Company is able to issue new Ordinary Shares in satisfaction of the exercise of the conversion of such Convertible Preference Shares and at the same time comply with the minimum public float requirements under the rules of the Designated Stock Exchange.

### 3A.5 *Adjustments to the Conversion Factor*

- (a) *Subdivision and consolidation and re-classification.* If the Company shall sub-divide, consolidate or re-classify the Ordinary Shares, the Conversion Factor shall be adjusted by multiplying it by the nominal value of an Ordinary Share immediately before the sub-division or consolidation or re-classification and then dividing the result by the nominal value immediately after the sub-division or consolidation or re-classification.
- (b) *No reduction in Conversion Factor:* No adjustment involving a reduction in the Conversion Factor will be made, except in the case of a consolidation or reclassification of the Ordinary Shares as referred to in Article 3A.5(a) above.
- (c) *Minor adjustments:* No adjustment shall be made to the Conversion Factor if such adjustment would be less than one per cent. of the Conversion Factor then in effect. Any adjustment not required to be made shall be carried forward and taken into account in any subsequent adjustment, and such subsequent adjustment shall be made on the basis that the adjustment not required to be made had been made at the relevant time.

- (d) *Notice of adjustments:* The Company shall give notice to the holders of Convertible Preference Shares of any adjustment to the Conversion Factor as soon as practicable following such adjustment taking effect. Such notice may be in writing or may take the form of a public announcement made in accordance with the rules of the Designated Stock Exchange.
- (e) *Retroactive adjustments:* If the date of issue of Ordinary Shares in relation to the conversion of any Convertible Preference Share shall be after the record date in respect of any sub-division or consolidation or reclassification as is mentioned in Article 3A.5(a), but before the relevant adjustment to the Conversion Factor becomes effective (such adjustment, a “**Retroactive Adjustment**”), then the Company shall (conditional upon the relevant adjustment becoming effective) procure that there shall be issued to the converting holder of Convertible Preference Shares such additional number of Ordinary Shares (if any) (the “**Additional Ordinary Shares**”) as, together with the Ordinary Shares issued on conversion of the relevant Convertible Preference Shares (together with any fraction of an Ordinary Share not so issued), is equal to the number of Ordinary Shares which would have been required to be issued on such conversion if the relevant adjustment to the Conversion Factor had been made and become effective immediately prior to the relevant date of issue.

### 3A.6 *Redemption*

The Convertible Preference Shares are not redeemable by the Company or the holders thereof.

### 3A.7 *Takeover*

If any person (the “**offeror**”) makes an offer for the Ordinary Shares and by virtue of acceptances of such offer becomes entitled to acquire compulsorily the Ordinary Shares offered for but in respect of which no acceptance of the offer has been received, the Company may, at any time after the offeror gives notice of exercise of such rights of compulsory acquisition, require that all outstanding Convertible Preference Shares be converted into Ordinary Shares at the then applicable Conversion Factor.

### 3A.8 *Scheme of Arrangement*

Where, pursuant to a scheme of arrangement, a person (together with parties acting in concert with such person) is to become the holder of all of the Ordinary Shares in issue, the Company may at any time thereafter require that all outstanding Convertible Preference Shares be converted into Ordinary Shares at the then applicable Conversion Factor on the basis that the public float requirements under the Listing Rules be complied with unless otherwise waived by the Designated Stock Exchange.

### 3A.9 *Rights to participate in rights issue, open offer or bonus issue*

If and whenever the Company makes any offers by way of rights issue, open offer and/or issue by way of bonus of shares of the Company, securities carrying rights to subscribe for, convert or exchange into shares of the Company or voting rights, other shares or rights carrying the right to acquire same voting rights, or debt securities (the “**Offered Securities**”) to all the holders of Ordinary Shares, the same rights and/or bonus issues shall be offered and/or issued to holders of Convertible Preference Shares at the same time and on the same terms as the Offered Securities are offered and/or issued to the holders of Ordinary Shares.

### 3A.10 *Listing and Transferability*

The Convertible Preference Shares will not be listed on the Designated Stock Exchange or any other stock exchange. No application will be made for the listing of the Convertible Preference Shares on the Designated Stock Exchange or any other stock exchange.

The Convertible Preference Shares may be transferred without any restriction.

### 3A.11 *Ranking of the Converted Shares*

Upon conversion of the Convertible Preference Shares, the Converted Shares will be issued as fully paid and will rank pari passu in all respects of the Ordinary Shares in issue as at the date of conversion.

### 3A.12 *Undertakings*

So long as any Convertible Preference Share remains outstanding:

- (a) for so long as the Ordinary Shares remain listed on the Designated Stock Exchange, the Company will use all reasonable endeavors to obtain a listing on the Designated Stock Exchange for any Ordinary Shares issued upon conversion of the Convertible Preference Shares;
- (b) the Company will send to each holder of any Convertible Preference Share, for their information, one copy of every circular, notice or other document sent to holders of Ordinary Shares, at the same time as it is sent to such holders;

- (c) the Company shall procure that there shall be sufficient authorised but unissued share capital available for the purposes of satisfying conversion in full of all the Convertible Preference Shares;
- (d) the Company shall not without the consent of the holders of the Convertible Preference Shares as a class, obtained in the manner provided in these Articles, or unless otherwise permitted pursuant to these Articles, modify, vary, alter or abrogate the special rights attaching to the Convertible Preference Shares as a class; and
- (e) the Company shall pay all fees, capital and stamp duties payable in Hong Kong and in the Cayman Islands, if any, in respect of the issue of Ordinary Shares upon conversion of any Convertible Preference Shares.

### 3A.13 *Definitions*

For the purposes of this Article 3A:

- (a) “Converted Share(s)” means new Ordinary Share(s) allotted and issued upon conversion of any of the Convertible Preference Shares;
  - (b) “Convertible Preference Shares” means the non-voting non-redeemable convertible preference shares of the Company having the special rights and restrictions set out in Article 3A;
  - (c) “Conversion Factor” means one (1), as may be adjusted pursuant to Article 3A.5;
  - (d) “Ordinary Shares” means (i) shares of the class of share capital of the Company which is designated as ordinary shares of the Company, together with shares of any class or classes resulting from any subdivision, consolidation or re-classification thereof, which have no preference in respect of dividends or of amounts payable in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Company, and (ii) fully-paid and unencumbered shares of any other class or classes of the share capital of the Company which have no preference in respect of dividends or of amounts payable in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Company and which have the same nominal value as the ordinary shares of the Company; and the expression “Ordinary Share” shall be construed accordingly.”; and
  - (e) “Trading Day” means a day when the Designated Stock Exchange is open for dealing business;
- (d) for the purpose of this resolution, “Effective Date” means the business day (as defined in the Rules Governing the Listing of Securities on the Stock Exchange) in Hong Kong immediately after the date on which this resolution is passed by the shareholders of the Company.”

### ORDINARY RESOLUTION 3

“**THAT**, subject to (i) the passing of the ordinary resolution numbered 1 and the special resolution numbered 2 set out in the notice of the extraordinary general meeting of the Company dated 20 June 2014 (“**Notice**”), of which this resolution forms part, and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in the Cosmopolitan Open Offer Shares and the Cosmopolitan Converted Shares (both as defined in the circular of the Company dated 20 June 2014 (“**Circular**”) and issued to the shareholders of the Company containing the Notice):

- (a) the making of the Cosmopolitan Open Offer as described in the Circular be and is hereby approved;
- (b) the creation, offer, allotment and issue of the Cosmopolitan Open Offer Shares and the Cosmopolitan Convertible Preference Shares (as defined in the Circular) and, pursuant to exercise of the conversion rights attaching to any Cosmopolitan Convertible Preference Shares, the Cosmopolitan Converted Shares be and are hereby approved;
- (c) the directors of the Company (“**Directors**”) be and are hereby authorised to allot and issue the Cosmopolitan Open Offer Shares and the Cosmopolitan Convertible Preference Shares on the basis and the relevant terms and conditions as set out in the Circular and the Cosmopolitan Open Offer Documents (as defined in the Circular) and, pursuant to exercise of the conversion rights attaching to any of the Cosmopolitan Convertible Preference Shares, the Cosmopolitan Converted Shares (or ordinary shares of the Company), notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholders of the Company and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to the Excluded Cosmopolitan Shareholders (as defined in the Circular) as they may, at their absolute discretion, deem necessary, desirable or expedient after making such enquiries with respect to legal restrictions under the laws of the relevant overseas jurisdictions and the requirements of the relevant overseas regulatory bodies or stock exchanges as set out in the Circular;
- (d) the entering into of the Underwriting Agreement (as defined in the Circular), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, between the Company and P&R Strategic Limited as the underwriter in respect of the Cosmopolitan Open Offer and the transactions contemplated thereunder (including, but not limited to, the allotment and issue any Cosmopolitan Open Offer Shares and the Cosmopolitan Convertible Preference Shares thereunder) and the execution of the Underwriting Agreement by any Directors on behalf of the Company be and are hereby approved, confirmed and ratified; and
- (e) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the Cosmopolitan Open Offer, the Underwriting Agreement, the transactions contemplated thereunder respectively or otherwise contemplated under this resolution, including



where appropriate, agreeing to any non-material amendments to the terms and conditions of the Cosmopolitan Open Offer and the Underwriting Agreement to the extent permitted by the Listing Rules (as defined in the Circular) and the applicable law and all circumstances in the interests of the Company and its shareholders.”

#### **ORDINARY RESOLUTION 4**

“**THAT:**

- (a) the execution and delivery by the Company of the Cosmopolitan Convertible Bonds Subscription Agreement (as defined in the circular of the Company dated 20 June 2014 (“**Circular**”) and issued to the shareholders of the Company), a copy of which has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification, and all transactions contemplated thereunder (including, without limitation, the grant of option right to require the Company to issue the Cosmopolitan Optional Convertible Bonds (as defined in the Circular) thereunder) be and are hereby approved, confirmed and ratified;
- (b) the creation and issue of the Cosmopolitan Convertible Bonds (as defined in the Circular) and the Cosmopolitan Optional Convertible Bonds on the terms and conditions of the Cosmopolitan Convertible Bonds Subscription Agreement be and are hereby approved;
- (c) subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Cosmopolitan Conversion Shares and Cosmopolitan Optional Conversion Shares (both as defined in the Circular), the allotment and issue of any Cosmopolitan Conversion Shares and the Cosmopolitan Optional Conversion Shares (or ordinary shares of the Company) pursuant to the exercise of the conversion rights attaching to the Cosmopolitan Convertible Bonds and the Cosmopolitan Optional Convertible Bonds, if any, respectively be and are hereby approved, and the directors of the Company (“**Directors**”) be and are hereby authorised to allot and issue any Cosmopolitan Conversion Shares and the Cosmopolitan Optional Conversion Shares (or ordinary shares of the Company) pursuant to and in accordance with their respective terms of issue and the relevant provisions of the Cosmopolitan Convertible Bonds Subscription Agreement; and
- (d) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the Cosmopolitan Convertible Bonds Subscription Agreement, the transactions contemplated thereunder respectively or otherwise contemplated under this resolution, including where appropriate, agreeing to any non-material amendments to the terms and conditions of the Cosmopolitan Convertible Bonds Subscription Agreement and the terms of issue of the Cosmopolitan Convertible Bonds and the Cosmopolitan Optional Convertible Bonds to the extent permitted by the Listing Rules (as defined in the Circular) and the applicable law and all circumstances in the interests of the Company and its shareholders.”

By order of the board of directors of  
**Cosmopolitan International Holdings Limited**  
**Eliza Lam Sau Fun**  
*Secretary*

Hong Kong, 20 June 2014

*Registered office:*  
P.O. Box 309  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

*Head office and principal place  
of business in Hong Kong:*  
11th Floor  
68 Yee Wo Street  
Causeway Bay  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holdings.
4. Votes cast at a general meeting will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
5. In the event that a typhoon signal no. 8 (or above) or a black rainstorm warning is in effect on the day of the meeting, Shareholders are requested to call the Company's hotline at (852) 2894-7546 on that day to enquire about the arrangements of the meeting.

As at the date of this announcement, the board of Directors comprises the following members:

**Executive Directors:**

Mr. LO Yuk Sui (*Chairman and Chief Executive Officer*)  
Mr. Jimmy LO Chun To (*Vice Chairman and Managing Director*)  
Miss LO Po Man (*Vice Chairman*)  
Mr. Kenneth WONG Po Man (*Chief Operating Officer*)  
Mr. Kelvin LEUNG So Po (*Chief Financial Officer*)  
Mr. Daniel BONG Shu Yin  
Mr. Kenneth NG Kwai Kai

**Non-executive Director:**

Mr. Francis BONG Shu Ying

**Independent non-executive Directors:**

Ms. Judy CHEN Qing  
Ms. Alice KAN Lai Kuen  
Mr. LEE Choy Sang  
Mr. David LI Ka Fai  
Hon. Abraham SHEK Lai Him, GBS, JP