



**BELLE INTERNATIONAL HOLDINGS LIMITED**  
**百麗國際控股有限公司**

*(Incorporated in the Cayman Islands as an exempted company with limited liability)*

**(Stock Code: 1880)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Belle International Holdings Limited (百麗國際控股有限公司) (the “**Company**”) will be held at Crystal Ballroom, Basement 3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 17 July 2017 at 10:00 a.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the Court Meeting convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing (with or without modifications) the following as a special resolution and ordinary resolutions, respectively:

**SPECIAL RESOLUTION**

1. “**THAT AS A SPECIAL RESOLUTION:**

- (A) pursuant to (and subject to approval of) the scheme of arrangement (the “**Scheme**”) as set out in the scheme document dated 24 June 2017 (the “**Scheme Document**”) between the Company and the holders of Scheme Shares (as defined in the Scheme Document) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme Document), the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares; and
- (B) the directors of the Company be and are hereby authorised to do all such acts and things considered by them to be necessary or desirable in connection with the reduction of capital, which the Grand Court of the Cayman Islands may see fit to impose.”

## ORDINARY RESOLUTION 1

### 2. “THAT AS AN ORDINARY RESOLUTION:

- (A) subject to and forthwith upon such reduction of capital taking effect, the issued share capital of the Company will be increased to its former amount by issuing to Muse Holdings-B Inc. the same number of shares as the number of Scheme Shares cancelled and extinguished;
- (B) the Company shall apply the credit arising in its books of account as a result of the capital reduction referred to in paragraph (A) above in paying up in full at par the new shares issued, credited as fully paid, to Muse Holdings-B Inc. and the directors of the Company be and are hereby authorised to allot and issue the same accordingly;
- (C) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose;
- (D) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company”; and

## ORDINARY RESOLUTION 2

### 3. “THAT AS AN ORDINARY RESOLUTION:

- (A) the Management Participation (as defined in and the terms of which are set out under the sub-sections headed “5. Consortium Agreement”, “6. Rollover Agreement” and “7. Special Deal and Independent Shareholders’ Approval” in Part VII - Explanatory Memorandum of the Scheme Document), which constitutes a special deal under Rule 25 of the Takeovers Code, be and are hereby approved.”

By Order of the Board of  
**BELLE INTERNATIONAL HOLDINGS LIMITED**  
(百麗國際控股有限公司)  
Dated 24 June 2017

*Registered Office*

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

*Principal Place of Business in Hong Kong*

9/F, Belle Tower  
918 Cheung Sha Wan Road  
Cheung Sha Wan  
Hong Kong

*Notes:*

- (a) The above mentioned ordinary resolution 2 shall be approved by the Independent Shareholders of the Company (as defined in the Scheme Document) as required by the Code on Takeovers and Mergers in Hong Kong.
- (b) Any member entitled to attend and vote at the Extraordinary General Meeting (or any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (c) In the case of joint registered holders of any share of the Company, any one of such joint holders may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto. But if more than one of such joint holders are present at the Extraordinary General Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- (d) In order to be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be completed and deposited with the Hong Kong branch share registrar of the Company in Hong Kong at Computershare Hong Kong Investor Services Limited of 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 adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the Extraordinary General Meeting. In the event that a member of the Company attends the meeting after having lodged his form of proxy, the form of proxy will be deemed to have been revoked.
- (e) Shareholders whose names appear on the register of members of the Company on Monday, 17 July 2017 are entitled to attend and vote at the Extraordinary General Meeting. The register of members of the Company will be closed from Wednesday, 12 July 2017 to Monday, 17 July 2017, both days inclusive, and during such period no share transfer will be registered. In order to qualify to attend and vote at the meeting convened by the above notice, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 11 July 2017.
- (f) A form of proxy for use at the meeting is enclosed.
- (g) The special resolution and ordinary resolutions as set out above will be determined by way of a poll.
- (h) At the date of this notice, the Executive Directors of the Company are Mr. SHENG Baijiao, Mr. TANG King Loy, Mr. SHENG Fang and Mr. YU Wu, the Non-executive Directors are Mr. TANG Yiu, Mr. TANG Wai Lam and Ms. HU Xiaoling, and the Independent Non-executive Directors are Mr. HO Kwok Wah, George, Mr. CHAN Yu Ling, Abraham, Dr. XUE Qiuzhi and Mr. GAO Yu.