



Hembly International Holdings Limited
恒寶利國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3989)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Hembly International Holdings Limited (the “Company”) will be held at 36/F., No. 1 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 27 May 2008 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the Directors and auditors for the year ended 31 December 2007.
2. To declare and approve the payment of final dividend for the year ended 31 December 2007.
3. To re-elect the following retiring Directors:–
 - (i) Mr. Lam Hon Keung, Keith as Executive Director
 - (ii) Mr. Wong Ming Yeung as Executive Director
 - (iii) Ms. Tang Wai Ha as Executive Director
 - (iv) Mr. Marcello Appella as Executive Director
 - (v) Mr. Kwan Hung Sang, Francis as Independent Non-executive Director
4. To authorize the Board to fix the Directors’ remuneration.
5. To re-appoint Deloitte Touche Tohmatsu as the Company’s auditors and to authorize the Board to fix their remuneration.

6. As special business, to consider and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions:

A. **“THAT**

- (i) subject to paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.10 each in the capital of the Company or options, warrants, or similar rights to subscribe for any shares and to make or grant offers, agreements and options (including bonds, debentures, notes, warrants or securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorize the Directors during the Relevant Period to make and grant offers, agreements and options (including bonds, debentures, notes, warrants or securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to:
 - (a) a Rights Issue (as hereinafter defined);
 - (b) the exercise of rights of subscription or conversion under the terms of any issued warrants, bonds, debentures, notes or securities which are convertible into shares of the Company;
 - (c) an issue of shares of the Company by way of scrip dividend or other similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company pursuant to the Articles of Association of the Company from time to time; or
 - (d) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to the eligible persons prescribed thereunder to subscribe for, or rights to acquire, shares of the Company,

shall not in aggregate exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is to the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“Rights Issue” means the allotment or issue of shares in the capital of the Company pursuant to an offer of shares open for a period fixed by the Directors made to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

B. “THAT

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its issued shares in the capital of the Company on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchase, subject to and in accordance with all the applicable laws, the requirements in the Rules Governing the Listing of Securities on the Stock Exchange and the rules and regulations of the Securities and Futures Commission and the Articles of Association of the Company be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is to the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon the resolutions numbered 6A and 6B in the notice of this meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to the said resolution numbered 6A be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to the said resolution numbered 6B.”

7. As special business, to consider and, if thought fit, passing the following ordinary resolution with or without amendments:

“**THAT** subject to and conditional upon the Stock Exchange granting the listing of and permission to deal in the share of HK\$0.1 each in the capital of the Company issuable upon exercise of the options to be granted pursuant to the authority hereby given, the board of Directors be and is hereby authorized to grant options under the share option scheme of the Company adopted on 15 June 2006 pursuant to which shares representing up to 10% of the number of shares in issue as the date of passing this resolution may be issued upon the exercise of such options (the “Refreshed Scheme Limit”) and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Refreshed Scheme Limit.”

By Order of the Board of
Hembly International Holdings Limited
Ngok Yan Yu
Chairman

Hong Kong, 30 April 2008

Notes:

1. Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of more than one share may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting. A proxy need not be a member of the Company. A proxy of a member who has appointed more than one proxy may only vote on a poll.
2. Where there are joint holders of a share of the Company, any one of such joint holders may vote at the meeting either in person 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 in person or by proxy, that one of such joint holders 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. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
3. A form of proxy in respect of the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
4. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty eight hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or at any adjournment thereof and, in such event, the appointed proxy shall be deemed to have been revoked.
5. The register of members of the Company will be closed from 22 May 2008 to 27 May 2008 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend and the entitlement to attend and vote at the meeting, all transfer of shares, accompanied by the relevant share certificate, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 21 May 2008. The proposed final dividend is expected to be paid on 23 June 2008 to the shareholders whose names appear on the register of members of the Company on 27 May 2008.
6. A circular containing, inter alia, information of the retiring Directors of the Company who are proposed to be re-elected at the meeting and details of the proposed general mandates to issue and repurchase shares of the Company and the information of the proposed refreshment of 10% scheme limit on the grant of options under the Company's share option scheme adopted on 15 June 2006 will be dispatched to the shareholders of the Company on 30 April 2008. A form of proxy for the meeting will be enclosed with the circular.

As at the date hereof, the Board comprises six executive Directors, namely, Mr. Ngok Yan Yu, Mr. Lam Hon Keung, Keith, Ms. Tang Chui Yi, Janny, Mr. Wong Ming Yeung, Ms. Tang Wai Ha and Mr. Marcello Appella; two non-executive Directors, namely, Mr. Antonio Piva and Mr. Je Kin Ming; three independent non-executive Directors, namely, Mr. Lo Ming Chi, Charles, Mr. Pao Ping Wing and Mr. Kwan Hung Sang, Francis.