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DECCA **藝**
DECCA HOLDINGS LIMITED
達藝控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 997)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “Meeting”) of Decca Holdings Limited (the “**Company**”) will be held at 2/F, Decca Industrial Centre, 21 Cheung Lee Street, Chai Wan, Hong Kong at 11:00 a.m. on Tuesday, 12 January, 2012 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the tenancy agreement to be entered into between Golden Life Investment Limited (“**Golden Life**”) and Decca Limited (the “**New Tenancy Agreement 1**”, a copy of which having been produced to the Meeting marked “**A**” and signed by the Chairman of the Meeting for the purpose of identification) in respect of certain portions of Workshops Nos. 1 to 8 and Workshop Nos. 19 to 21 on the 2nd Floor of Decca Industrial Centre, 12 Kut Shing Street, Chai Wan, Hong Kong (“**Designated Part of Premises 1**”) and Car Parking Space Nos. P9 and P10 on the Ground Floor of Decca Industrial Centre, 12 Kut Shing Street, Chai Wan, Hong Kong with an aggregate gross floor area of about 6, 149 square feet (excluding the carpark area) for a term of three years from 1 December, 2011 to 30 November, 2014 (both days inclusive) at the monthly rental of HK\$65,000 and monthly building management fee of HK\$8,739, and the transactions contemplated thereunder, be and are hereby approved;
- (b) the tenancy agreement to be entered into between Golden Life and Decca (Mgt) Limited, a subsidiary of the Company and a member of the Privateco Group after the Distribution In Specie (the “**New Tenancy Agreement 2**”, a copy of which having been produced to the Meeting marked “**B**” and signed by the Chairman of the Meeting for the purpose of identification) in respect of certain portions of Workshops Nos. 1 to 8 which is not part of the Designated Part of Premises 1, and Workshop Nos. 15 to 18 on the 2nd Floor, the Rear Portion of Flat Roof on the 3rd Floor, and Car Parking Space Nos. L5, L6, P7, P8 and P11 on the Ground Floor, of Decca Industrial Centre, 12 Kut Shing Street, Chai Wan, Hong Kong with an aggregate gross floor area of about 9,809 square feet (excluding the carpark and flat roof area) for a term of three years from 1 December, 2011 to 30 November, 2014 (both days inclusive) at the monthly rental of HK\$145,000 and monthly building management fee of HK\$14,644, and the transactions contemplated thereunder, be and are hereby approved;

- (c) the tenancy agreement to be entered into between Golden Life and Decca (Mgt) Limited, a subsidiary of the Company and a member of the Privateco Group after the Distribution In Specie (the “**New Tenancy Agreement 3**”, a copy of which having been produced to the Meeting marked “**C**” and signed by the Chairman of the Meeting for the purpose of identification) in respect of the Remaining Portion of Lot No. 511 and the Remaining Portion of Lot No. 512 in Demarcation District No. 109 of Kam Tin, Yuen Long, New Territories, Hong Kong with an aggregate gross floor area of about 24,237 square feet for a term of three years from 1 December, 2011 to 30 November, 2014 (both days inclusive) at the monthly rental of HK\$25,000 and monthly building management fee of HK\$2,440, and the transactions contemplated thereunder, be and are hereby approved; and
- (d) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all documents and to take such steps as they consider necessary, desirable or expedient to give effect to or in connection with the New Tenancy Agreement 1, New Tenancy Agreement 2 and New Tenancy Agreement 3 (including but not limited to entering into any supplemental or variation agreement thereto) or any of the transactions contemplated thereunder.”

To consider and if thought fit, passing the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

2. “**THAT:**

- (a) (i) the directors of the Company (“**Directors**”) be and are hereby authorised to apply a sufficient amount standing to the credit of the share premium account (the “**Share Premium Account**”) of the Company from time to time and, or the contributed surplus and, or any other distributable reserve accounts of the Company (the “**Share Premium and Reserve Application**”) for the implementation of the Distribution In Specie (as defined below); and
- (ii) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all documents and to take such steps as they consider necessary, desirable or expedient to give effect to or in connection with the Share Premium and Reserve Application or any of the transactions contemplated thereunder; and
- (b) subject to the completion of the agreement dated 6 October, 2011 entered into amongst Peasedow Enterprises Limited, Mr. Tsang Chi Hung, Ms. Kwan Yau Choi, Mr. Liu Hoo Kuen (collectively as vendors) and Wealth Keeper International Limited (as purchaser) in relation to the purchase of an aggregate of 141,060,805 shares of the Company (“**Sale Share**”) at the consideration of HK\$1.65 per Sale Share (the “**Agreement**”) a copy of which having been produced to the Meeting marked “**D**” and signed by the Chairman of the Meeting for the purpose of identification, the distribution in specie in the following manner (the “**Distribution In Specie**”) be and is hereby approved:

- (i) the ordinary shares of HK\$0.1 each in the capital of Chosen Investments Limited (“**Privateco Shares**”) held by the Company be distributed to the shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company as at the close of business of a record date (the “**Record Date**”) as determined by the Directors, which shall be a date falling before the date of completion of the Agreement, on a one-for-one basis (i.e. one Privateco Share for one Share held by such Shareholders) by applying a sufficient amount standing to the credit of the Share Premium Account and, or the contributed surplus and, or any other distributable reserve accounts of the Company equivalent to the carrying value in the books of account of the Privateco and its subsidiaries, it being noted that the Directors have determined that the Company will be able to pay its debts as they fall due in the ordinary course of its business immediately following the date on which the Distribution In Specie is implemented; and
 - (ii) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all documents and to take such steps as they consider necessary, desirable or expedient to give effect to or in connection with the Distribution In Specie, the Agreement or any of the transactions contemplated thereunder;”
3. “**THAT** subject to and conditional upon completion of the Agreement (as defined in resolution number 2 in the notice convening this Meeting):—
- (a) the English name of the Company be changed to “Chinlink International Holdings Limited”; and
 - (b) “普匯中金國際控股有限公司” be adopted as the secondary name of the Company,

and that the Directors be and are hereby authorised to do all such acts and things, to sign and execute all documents and to take such steps as they consider necessary, desirable or expedient to give effect to or in connection with such change of name of the Company.”

By order of the Board
Decca Holdings Limited
Tsang Chi Hung
Chairman

Hong Kong, 20 December, 2011

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote for him/her. A proxy need not be a member of the Company.
- (2) To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be completed, signed and deposited to the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
- (3) The register of members of the Company will be closed from Wednesday, 18 January, 2012 to Thursday, 19 January, 2012, both days inclusive for the purpose of ascertaining entitlement to a distribution in specie. During this period, no transfers of shares will be effected. The register of members of the Company will not be closed for the purpose of ascertaining entitlement to attend the special general meeting. However, in order to qualify to attend and vote at the special general meeting, shareholders must lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Wednesday, 11 January, 2012.
- (4) As at the date of this announcement, the board of directors of the Company comprises Mr. Tsang Chi Hung, Mr. Liu Hoo Kuen, Mr. Richard Warren Herbst, Ms. Kwan Yau Choi, Ms. Fung Sau Mui, Mr. Tai Wing Wah, Mr. Wong Kam Hong as executive directors and Mr. Chu Kwok Man, Mr. Cheng Woon Kam and Mr. Pak Wai Tun, Wallace as independent non-executive directors.

** For identification purpose only*