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**PROVIEW INTERNATIONAL HOLDINGS LIMITED**

**唯冠國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 334)**

**NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 2011**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of the members of Proview International Holdings Limited (the “Company”) for the year of 2011 will be held at Room 704, 3 Lockhart Road, Wanchai, Hong Kong on Tuesday, 17 January 2012 at 10:15 a.m. or immediately after the 2010 AGM for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions as ordinary resolutions of the Company:

**AS ORDINARY BUSINESS**

- (1) To re-elect retiring Directors (i.e. Ms. Sun Min, Mr. Yu Genming, Mr. Han Su, Mr. Chang I Sun, Mr. Lu Gui-fang and Ms. Hui Siu-ling Elina) and to authorise the Board to fix the Directors’ remuneration;

**AS SPECIAL BUSINESS**

- (2) To adjourn the receipt, consideration and adoption of the audited financial statements, report of the directors and the independent auditors’ reports for the year ended 30 June 2011 until further notice;
- (3) To adjourn the appointment of auditors until further notice;
- (4) “**THAT:**
  - (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase shares of HK\$0.10 each in the capital of the Company subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

*\* For identification purpose only*

- (b) the aggregate nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held; or
  - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting”;

(5) **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers, after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to:
  - (i) a Rights Issue (as defined below); or
  - (ii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company; or
  - (iii) the exercise of any share option granted under any share option scheme of the Companyshall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register of members 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 outside Hong Kong);

(6) “**THAT:**

the general mandate referred to in Resolution 5 above be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company since the granting of the said general mandate pursuant to the exercise by the Directors of the powers of the Company to purchase such shares provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution.”

By Order of the Board  
**Proview International Holdings Limited**  
**Sun Min**  
*Chairman and Chief Executive Officer*

Hong Kong, 23 December 2011

*Notes:*

- (a) Pursuant to the Listing Rules, all votes of members at general meetings must be taken by poll.
- (b) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if holding two or more shares) to attend and vote on his behalf. A proxy need not be a member of the Company.

- (c) The instrument appointing a proxy and the 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 lodged with the Company's Branch 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 fixed for holding the meeting or any adjournment thereof.
- (d) As at the date of this announcement, the executive Directors of the Company are Ms. Sun Min, Mr. Yu Genming, Mr. Han Su, Mr. Chang I Sun, Mr. Lu Gui-fang and Ms. Hui Siu-ling, Elina.