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勤達集團國際有限公司*
Midas International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1172)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Midas International Holdings Limited (the “**Company**”) will be held at 25th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong on Monday, 27 June 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) conditional upon the ordinary resolution numbered 2 set out in the notice convening this meeting being passed, the issue by way of rights (“**Rights Issue**”) of new ordinary shares of HK\$0.1 each in the share capital of the Company (the “**Shares**”) in a total number of not less than 1,103,604,139 and not more than 1,270,604,139 (such Shares collectively referred to as the “**Rights Shares**”) at the price of HK\$0.1 per Rights Share on the basis of one (1) Rights Share for every one (1) Share held on such record date as determined by the directors of the Company (“**Directors**”) from time to time by reference to which date the entitlement under the Rights Issue will be determined and on the terms and conditions as described in the Company’s circular dated 8 June 2011 of which this notice forms part (“**Circular**”) and the transactions contemplated under the Rights Issue be and are hereby approved;

* *For identification purpose only*

- (b) the underwriting agreement dated 16 May 2011 (“**Underwriting Agreement**”), a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification, between the Company, Gold Throne Finance Limited as the underwriter (the “**Underwriter**”) and Chuang’s Consortium International Limited as the guarantor of the Underwriter in respect of the Rights Issue and the transactions contemplated thereunder (including but not limited to the allotment and issue of all and any Rights Shares thereunder) be and are hereby approved and the execution and entering into the Underwriting Agreement by any Director be and is hereby approved, confirmed and ratified;
 - (c) the Directors be and are hereby authorised to allot and issue such Rights Shares by way of rights and otherwise on the terms and conditions of the Rights Issue as set out in the Circular, notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholders of the Company (including without limitation by reason of the exclusion of Excluded Shareholders (as defined in the Circular)) and pursuant to the Underwriting Agreement, and such authorisation hereunder shall be a specific authorisation granted to the Directors to issue, allot and deal in or with Shares in the Company in accordance with the Listing Rules (as defined in the Circular) in addition to, and shall not revoke or vary, any existing authority given to the Directors by way of general mandate; and
 - (d) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue and the Underwriting Agreement or as he/she considers necessary, desirable or expedient in connection with or for the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”
2. “**THAT** the waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to Note 1 on Dispensations from Rule 26 of the Code on Takeovers and Mergers (“**Takeovers Code**”) waiving any obligation on the part of the Underwriter (as defined in the Company’s circular dated 8 June 2011 of which the notice convening this meeting forms part (“**Circular**”)) to make a general offer for all the securities of the Company other than those already owned or agreed to be acquired by the Underwriter, Chuang’s Consortium International Limited and any parties acting in concert (as defined in the Takeovers Code) with any of them, that will otherwise arise as a result of the allotment and issue of the Rights Shares (as defined in the Circular) to the Underwriter in performance of the obligations and undertakings of the Underwriter under the Underwriting Agreement (as defined in the Circular), and the transactions contemplated therein, be and are hereby approved and any director of the Company be and is hereby authorised to do all such things and take all such action as he/she may consider to be necessary or desirable to give effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”
3. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$320,000,000 (comprising 3,000,000,000 ordinary shares of HK\$0.1 each and 2,000,000,000 preference shares of HK\$0.01 each) to HK\$420,000,000 (comprising 4,000,000,000 ordinary shares of HK\$0.1 each and 2,000,000,000 preference shares of

HK\$0.01 each) by the creation of an additional 1,000,000,000 ordinary shares of HK\$0.1 each, and such additional ordinary shares, upon issue, shall rank pari passu with the existing ordinary shares of the Company.”

By order of the board of directors of
Midas International Holdings Limited
LEE Wai Ching
Company Secretary

Hong Kong, 8 June 2011

Principal place of business in Hong Kong:

1st Floor
100 Texaco Road
Tsuen Wan
New Territories
Hong Kong

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. In the case of a recognised clearing house, it may authorise such other person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the meeting is enclosed with the circular of the Company dated the same date as this notice. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. In order to be valid, the form of proxy must be deposited at the Company's branch share registrar 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 together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the meeting either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, then the holder 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 shareholder of the Company in whose name any share stands shall for this purpose be deemed joint holders thereof.

As at the date hereof, the board of directors of the Company comprises four executive directors, being Mr. HUNG Ting Ho, Richard, Mr. KWOK Chi Fai, Mr. CHUANG Ka Pun, Albert, and Miss CHUANG Ka Wai, Candy, one non-executive director, being Mr. Dominic LAI, and three independent non-executive directors, being Mr. SHEK Lai Him, Abraham, Dr. LI Sau Hung, Eddy and Mr. YAU Chi Ming.