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Dragonite International Limited
叁龍國際有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 329)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Dragonite International Limited (the “Company”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. on Thursday, 7 July 2011 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:—

ORDINARY RESOLUTION

“THAT

- (i) the transactions contemplated under the agreement dated 4 May 2011 (the “S&P Agreement”, a copy of which has been produced to the meeting and marked “A” and signed by the Chairman of the meeting for the purpose of identification) entered into between Power Global Limited (the “Vendor”), Nation Wealth Holdings Limited (the “Purchaser”) (a wholly-owned subsidiary of the Company), Heritage International Holdings Limited (as guarantor of the Vendor) and the Company (as guarantor of the Purchaser) for the sale and purchase of the entire issued capital of Central Town Limited and related shareholders loan at an aggregate consideration of HK\$117,000,000 (including but not limited to (a) the entering into of a tenancy agreement between East Champion Limited (as landlord) and the Vendor or its nominee (as tenant) upon completion of the S&P Agreement to lease a portion of the property situated at Basement, Stamps Gallery, China United Centre, No. 28 Marble Road, North Point, Hong Kong for a term of 5 years at a monthly rental of HK\$350,000; (b) the grant of put and call options (“Options”) pursuant to an options agreement in relation to the sale and purchase of the entire issued share capital of Apex Corporate Investments Limited and related shareholders loan to be entered into between the Vendor and the Purchaser upon completion of the S&P Agreement and (c) acquisition by the Purchaser of the entire issued share capital of Apex Corporate Investments Limited and related shareholders loan under the Options) be and are hereby approved, ratified and confirmed; and

- (ii) the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with or to implement and/or give effect to the S&P Agreement and the Options Agreement and the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interest of the Company.”

By Order of the Board
Dragonite International Limited
Wong Yin Sen
Chairman

Dated 20 June 2011

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:
Room 1101, 11th Floor
China United Centre
28 Marble Road
North Point
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. 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, shall be delivered at the branch 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, Hong Kong not less than 48 hours before the time appointed for the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. Where there are joint holders of any share, any one of such joint holder may vote, 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 any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the Board comprises the following Directors:-

Executive Directors

Mr. Wong Yin Sen (*Chairman*)
Mr. Au Yeung Kai Chor
Ms. Chan Mee Sze
Ms. Ching Yuen Man, Angela
Mr. Hon Lik
Mr. Lam Suk Ping
Mr. Wong Hei Lin

Independent non-executive Directors

Mr. Chung Yuk Lun
Mr. Lam Man Sum, Albert
Mr. Liu Kwong Sang
Mr. Pang Hong

Non-executive Director

Mr. Frank H. Miu