

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



BESTWAY INTERNATIONAL HOLDINGS LIMITED

百威國際控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 718)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Bestway International Holdings Limited (the “**Company**”) will be held at 4:30 p.m. on Thursday, 8 December 2011 at Room 1102C, 11th Floor, Tower I, Admiralty Centre, 18 Harcourt Road, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the compliance by the Company with section 46(2) of the Companies Act 1981 of Bermuda and the relevant procedures and requirements under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and (ii) the Stock Exchange granting the listing of, and permission to deal in, the Reduced Ordinary Shares (as defined below), with effect from 9:00 a.m. (Hong Kong time) on the business day (not being a Saturday) immediately after the date on which this resolution is passed:

- (i) the issued share capital of the Company be reduced by cancelling paid-up capital to the extent of HK\$0.09 on each issued ordinary share of HK\$0.10 (the “**Ordinary Share**”) in the capital of the Company (the “**Capital Reduction**”);
- (ii) (a) each authorised but unissued Ordinary Share (including those arising from the Capital Reduction) be subdivided into 10 ordinary shares of HK\$0.01 each (the “**Reduced Ordinary Shares**”);

(b) each authorised but unissued preference share of HK\$0.10 in the capital of the Company be subdivided into 10 preference shares of HK\$0.01 each;

* *For identification purposes only*

- (iii) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company which may be used in any manner permitted by the laws of Bermuda and the bye-laws of the Company; and
- (iv) the directors of the Company be authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

On behalf of the Board
Mr. Chim Kim Lun Ricky
Executive Director

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
Room 1102C,
11th Floor, Tower I,
Admiralty Centre,
18 Harcourt Road,
Hong Kong

Hong Kong, 4 November 2011

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more Ordinary Shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Ordinary Shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Tengis 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 holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Tuesday, 6 December 2011 to Thursday, 8 December 2011, both days inclusive, during which period no transfer of Ordinary Shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of Ordinary Shares of the Company should ensure that all transfers of Ordinary Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 5 December 2011.

As at the date of this notice, Mr. Chim Kim Lun Ricky and Mr. Law Fei Shing are the executive Directors of the Company, and Mr. Au Kwok Yee Benjamin, Ms. Lau Siu Ngor and Mr. Lum Pak Sum are the independent non-executive Directors of the Company.