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SUNLINK INTERNATIONAL HOLDINGS LIMITED

(Provisional Liquidators Appointed)

科浪國際控股有限公司 *

(已委任臨時清盤人)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2336)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the “EGM”) of Sunlink International Holdings Limited (Provisional Liquidators Appointed) (the “Company”) will be held at the Auditorium, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong, on Friday, 9 December 2011, at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT** conditional upon:- (i) approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “Cayman Islands Court”); (ii) registration by the Registrar of Companies of the Cayman Islands of the order of the Cayman Islands Court confirming the Capital Reduction (as defined below) and the minute approved by the Cayman Islands Court containing the particulars required under the Companies Law (2011 Revision) of the Cayman Islands (the “Companies Law”) in respect of the Capital Reduction (as defined below) and compliance with any condition as may be imposed by the Cayman Islands Court in relation to the Capital Reduction (as defined below); and (iii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, the new ordinary shares of the Company of HK\$0.01 each (the “New Shares”) in issue, upon the date on which the Capital Reduction (as defined below) becomes effective (the “Effective Date”):
 - (a) the par value of each issued share of the Company (the “Share”) be reduced from HK\$0.10 to HK\$0.0005 by cancelling paid up share capital to the extent of HK\$0.0995 per Share in issue as of the Effective Date by way of a reduction of capital (the “Capital Reduction”), and the credit which arises as a result of the Capital Reduction be applied to set off against part of the accumulated losses of the Company as at 31 December 2010, or in a manner otherwise permitted by the Companies Law;

- (b) immediately following the Capital Reduction, all remaining authorised but unissued shares of the Company as of the Effective Date be cancelled (the “Capital Cancellation”);
- (c) upon the Capital Reduction and the Capital Cancellation becoming effective, every 20 Shares of HK\$0.0005 each in the Company be consolidated into one New Share with a par value of HK\$0.01 each (the “Share Consolidation”) (the Capital Reduction, the Capital Cancellation and the Share Consolidation together are referred to as the “Capital Restructuring Events”), and any fractions of New Shares arising on the Share Consolidation shall not be allocated to the holders of the existing Shares otherwise entitled thereto but such fractions shall be aggregated and sold for the benefit of the Company in such manner, on such terms and subject to such conditions as the Directors (as defined below) may, in their sole and absolute discretion, think fit;
- (d) the entire amount standing to the credit of the share premium account of the Company as at 31 December 2010 amounting to HK\$15,408,729 be cancelled (the “Share Premium Cancellation”), and the credit which arises as a result of the Share Premium Cancellation be applied to set off against part of the accumulated losses of the Company as at 31 December 2010 or in a manner otherwise permitted by the Companies Law; and
- (e) the provisional liquidators of the Company (the “Provisional Liquidators”) and the directors of the Company (the “Directors”) be and are hereby authorised generally to do all acts, deeds and things, to take all necessary steps, and to approve, sign and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) which may be necessary, desirable or expedient for the purpose of carrying into effect, giving effect to or implementing any of the foregoing.”

2. **“THAT**

subject to and upon the passing of Resolutions No. 1 and 3 as set out in the notice convening this meeting:

- (a) clause 8 of the memorandum of association of the Company be amended by deleting it entirely and replacing it with the following provision:

“8. The share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.01 each, with power for the Company insofar as is permitted by law to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (2011 Revision) of the Cayman Islands (as amended from time to time) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether stated to be preference or otherwise shall be subject to the powers hereinbefore contained.”;

(b) article 3(1) of the articles of association of the Company be amended by deleting it entirely and replacing it with the following provision:

“3. (1) The authorised share capital of the Company shall be HK\$100,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.01 each.”

(c) the Provisional Liquidators and the Directors be and are hereby authorised generally to do all acts, deeds and things, to take all necessary steps, and to approve, sign and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) which may be necessary, desirable or expedient for the purpose of carrying into effect, giving effect to or implementing any of the foregoing.”

ORDINARY RESOLUTION

3. “**THAT** subject to and forthwith upon the Capital Restructuring Events (as defined in Resolution No. 1(c) of the notice convening this meeting) becoming effective:

(a) the authorised share capital of the Company be increased from HK\$932,390 to HK\$100,000,000 by the creation of 9,906,761,000 New Shares of HK\$0.01 each;

(b) the Provisional Liquidators and the Directors be and are hereby authorised generally to do all acts, deeds and things, to take all necessary steps, and to approve, sign and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) which may be necessary, desirable or expedient for the purpose of carrying into effect, giving effect to or implementing any of the foregoing.”

For and on behalf of
**SUNLINK INTERNATIONAL
HOLDINGS LIMITED**

(Provisional Liquidators Appointed)

**Stephen Liu Yiu Keung
David Yen Ching Wai**

*Joint and Several Provisional Liquidators
who act without personal liabilities*

By order of the Board
**SUNLINK INTERNATIONAL
HOLDINGS LIMITED**

(Provisional Liquidators Appointed)

**Young Meng Cheung, Andrew
Tso Shiu Kei, Vincent**

Independent Non-Executive Directors

Hong Kong, 16 November 2011

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

British West Indies

Principal Office:

62/F, One Island East
18 Westlands Road
Island East
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a proxy form, 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 branch share registrar of the Company 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 fixed for the holding of the EGM or any adjournment thereof.
3. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present 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.

As at the date of this announcement, the Board comprises three independent non-executive Directors, namely Mr. Tso Shiu Kei, Vincent, Mr. Young Meng Cheung, Andrew and Mr. Poon Ka Lee, Barry.

The Provisional Liquidators and the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement other than that relating to the Investor and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of the Investor, namely Mr. Suen Cho Hung, Paul and Mr. Sue Ka Lok, jointly and severally accept full responsibility for the accuracy of the information contained in this announcement other than that relating to the Company and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purpose only*