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# CHUN WO DEVELOPMENT HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 711)**

**(Warrant Code: 1032)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Chun Wo Development Holdings Limited (the “**Company**”) will be held at Function Rooms 2-3, 3rd Floor, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 27 February 2012 at 1:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT**

subject to the fulfillment of the terms and conditions set out in the subscription agreement dated 12 January 2012 (the “**Subscription Agreement**”) entered into between the Company and GT Winners Limited (the “**Subscriber**”) (a copy of the Subscription Agreement having been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) in respect of the subscription of 62,500,000 shares of HK\$0.10 each in the share capital of the Company (the “**Subscription Shares**”) at a subscription price of HK\$0.40 each (the “**Subscription**”):

- (i) the Subscription Agreement and the matters contemplated thereby be and are hereby approved, confirmed and ratified;
- (ii) the subscription for the Subscription Shares by the Subscriber be and is hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue the Subscription Shares pursuant to the terms of the Subscription Agreement; and
- (iii) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereby”.

By order of the Board  
**Chun Wo Development Holdings Limited**  
**Pang Yat Ting, Dominic**  
*Chairman*

Hong Kong, 7 February 2012

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting (or any adjournment thereof), either personally, or by proxy, in respect of such share as if he were solely entitled thereto; but should there be more than one of such joint holders present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, 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 of attorney or other authority must be deposited at the principal place of business of the Company in Hong Kong at C2, 5/F., Hong Kong Spinners Industrial Building, 601-603 Tai Nan West Street, Cheung Sha Wan, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of a form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.
5. The voting on the resolution at the meeting will be conducted by way of poll.

*As at the date of this notice, the executive directors of the Company are Mr. Pang Yat Ting, Dominic, Mr. Pang Yat Bond, Derrick, Mr. Kwok Yuk Chiu, Clement and Madam Li Wai Hang, Christina and the independent non-executive directors of the Company are Mr. Au Son Yiu, Mr. Chan Chiu Ying, Alec, Mr. Hui Chiu Chung, Stephen JP and Mr. Lee Shing See GBS, OBE, JP.*