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## **FLYKE INTERNATIONAL HOLDINGS LTD.**

### **飛克國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1998)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Flyke International Holdings Ltd. (the “**Company**”) will be held at the Conference Room, 3/F., Flyke Building, Xinwei Industrial Zone, Yangdai, Chendai Town, Jinjiang City, Fujian Province, the People’s Republic of China on Friday, 25 May 2012 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors (the “**Director(s)**”) of the Company and the auditor (the “**Auditor**”) of the Company for the year ended 31 December 2011.
2. To declare a final dividend of HK\$0.03 per share of the Company for the year ended 31 December 2011.
3. (A) (i) to re-elect Mr. LIN Wenzu as an executive Director.  
  
(ii) to re-elect Mr. CHU Kin Wang, Peleus as an independent non-executive Director.  
  
(iii) to re-elect Mr. WANG Dong as an independent non-executive Director.  
  
(B) to authorize the board of Directors (the “**Board**”) to determine the remuneration of the Directors.
4. To re-appoint the Auditor and to authorize the Board to fix the Auditor’s remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. (A) **“THAT:**
- (i) subject to paragraph (iii) of this Resolution, and pursuant to the Rules Governing the Listing of Securities (the **“Listing Rules”**) of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
  - (ii) the approval in paragraph (i) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
  - (iii) the aggregate number of the shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this Resolution, otherwise than by way of (a) a Rights Issue (as hereinafter defined); or (b) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the said approval be limited accordingly; and
  - (iv) for the purpose of this Resolution:
    - (aa) **“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:
      - (i) the conclusion of the next annual general meeting of the Company; or

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association (the “**Articles**”) of the Company or any applicable laws to be held; or
  - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.
- (bb) “**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

- (i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the number of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period shall not exceed 10% of the issued share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (aa) the conclusion of the next annual general meeting of the Company; or
- (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or
- (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.”

(C) “**THAT** conditional upon Resolutions No. 5(A) and 5(B) above being passed, the general mandate granted to the Directors of the Company to allot, issue or otherwise deal with additional shares pursuant to Resolution No. 5(A) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to Resolution No. 5(B).”

6. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in shares of HK\$0.10 each in the share capital of the Company to be issued pursuant to the exercise of the options which may be granted under the Refreshed General Scheme Limit (as hereinafter defined), the refreshment of the existing general scheme limit of the share option scheme of the Company adopted on 24 February 2010 up to 10% of the number of shares of the Company in issue as at the date of passing of this resolution (the “Refreshed General Scheme Limit”) be and is hereby approved and any Director be and is hereby authorised to do all such acts and execute such document to effect the Refreshed General Scheme Limit.”

By Order of the Board  
**FLYKE INTERNATIONAL HOLDINGS LTD.**  
**LIN Wenjian**  
*Chairman and Chief Executive Officer*

Hong Kong, 23 April 2012

Notes:

- (1) A form of proxy for the annual general meeting of the Company to be held on Friday, 25 May 2012 is enclosed.
- (2) Any member entitled to attend and vote at the annual general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the annual general meeting of the Company. A proxy need not be a member of the Company.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting of the Company or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.
- (4) In case of joint holders of any Share, any one of such joint holders may vote at the annual general meeting of the Company, 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 are present at the meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- (5) The register of members of the Company will be closed and no transfer of Shares of the Company will be registered during the following periods:
  - (i) from Tuesday, 22 May 2012 to Friday, 25 May 2012, both days inclusive, for the purpose of determining the entitlement to attend and vote at the AGM. In order to qualify to attend and vote at the AGM, all transfers of Shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not later than 4:00 p.m. on Monday, 21 May 2012.
  - (ii) from Monday, 4 June 2012 to Wednesday, 6 June 2012, both days inclusive, for the purpose of qualifying the entitlement to the proposed final dividend for the year ended 31 December 2011. In order to qualify for entitlement to the proposed final dividend for the year ended 31 December 2011, all transfers of Shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not later than 4:00 p.m. on Friday, 1 June 2012.
- (6) A circular containing, inter alia, details of the proposed general mandates to issue and repurchase shares of the Company, the proposed extension of the mandate to issue shares of the Company, the proposed refreshment of the general scheme limit and information of the directors of the Company who are proposed to be re-elected at the annual general meeting, will be despatched to the shareholders of the Company on 23 April 2012.

*As at the date of this notice, the executive Directors are Mr. LIN Wenjian (Chairman and Chief Executive Officer), Mr. LIN Mingxu, Mr. LIN Wenzu and Mr. LI Yong, and the independent non-executive Directors are Mr. CHU Kin Wang, Peleus, Mr. WANG Dong and Mr. ZHU Guohe.*