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Theme

THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 990)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Theme International Holdings Limited (the “**Company**”) will be held at Macau Jockey Club Members’ Club House (Golden Dynasty Function Room V1), 3rd Floor, East Wing, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong at 10:30 a.m. on 17 December 2015 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution:

ORDINARY RESOLUTION

“**THAT**

1. (a) the loan agreement dated 6 November 2015 entered into between Asia Develop Limited, a wholly-owned subsidiary of the Company, as lender, Golden Empires Limited, as borrower, and Putian City Jin Di Huang Trading Company Limited* (莆田市金帝皇貿易有限公司), as mortgagor, in relation to the advance of the loan of HK\$60 million (a copy of which has been marked “A” and produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed (the “**Loan Agreement**”);
- (b) the directors of the Company be and are hereby authorised, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Loan Agreement; and
- (c) any one or more of the directors of the Company (the “**Director(s)**”) be and is/are hereby authorised to execute such all other documents, do all other acts and things and take such action as may in the opinion of the Director(s) be necessary, desirable or expedient to implement and give effect to the Loan Agreement and any other transactions contemplated under the Loan Agreement.

2. ZHONGHUI ANDA CPA Limited be and is hereby appointed as the external auditors of the Company to fill the vacancy following the resignation of Deloitte Touche Tohmatsu, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of Directors of the Company be and is hereby authorised to fix the remuneration of the auditors of the Company.”

By order of the Board
Theme International Holdings Limited
Wong Fung Chi
Executive Director

Hong Kong, 2 December 2015

* *The unofficial English translations or transliterations are for identification purposes only*

Notes:

1. The ordinary resolutions to be considered at the meeting will be decided by poll. On voting by poll, each member shall have one vote for each share held in the Company.
2. A member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person authorized to sign the same.
4. To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case maybe) and in default thereof the proxy form and such power or authority shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member 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.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote at any meeting, 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 the 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 the Company in respect of the joint holding.

As at the date of this notice, there are (i) three Executive Directors of the Company, namely Mr. Wong Lik Ping (Chairman), Mr. Liu Bing and Ms. Wong Fung Chi, and (ii) three Independent Non-executive Directors of the Company, namely Mr. Chan Wah, Mr. Chan Chi Ming, Tony and Mr. Wu Shiming.