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If you have sold or transferred all your shares in Hembly International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The logo for Hembly International Holdings Limited. The word "HEMBLY" is written in a bold, sans-serif font. The letter 'H' is green, 'E' is black, 'M' is black, 'B' is black, 'L' is black, and 'Y' is yellow. There is a small red square above the 'H'.

HEMBLY INTERNATIONAL HOLDINGS LIMITED
恒寶利國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 03989)

**REFRESHMENT OF GENERAL MANDATE TO ISSUE AND
ALLOT SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee and
the Independent Shareholders**

VEDA | CAPITAL
智略資本

A letter from the Independent Board Committee (as defined in this circular) is set out on page 7 of this circular. A letter from Veda Capital Limited, independent financial adviser, containing its advice to the Independent Board Committee and the Independent Shareholders (as defined in this circular) is set out on pages 8 to 12 of this circular.

A notice convening the EGM (as defined in this circular) to be held at 2:00 p.m. on 7 October 2009, at 36th Floor, 1 Hung To Road, Kwun Tong, Hong Kong is set out on pages 13 to 15 of this circular. Whether or not you are able to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

15 September 2009

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“associates”	has the meaning as defined in the Listing Rules
“Board”	the board of Directors
“Charm Hero”	Charm Hero Investments Limited, a wholly-owns subsidiary of Mensun Limited, which was controlled by Mr. Ngok Yan Yu, chairman and an executive Director
“Company”	Hembly International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the ordinary shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 36th Floor, 1 Hung To Road, Kwun Tong, Hong Kong on Wednesday, 7 October 2009, at 2:00 p.m., to consider and approve, among others, the refreshment of the Issue Mandate;
“Existing General Mandate”	the general mandate approved by the Shareholders on 3 June 2009 authorising the Directors to allot and issue Shares up to 20% of the issued share capital of the Company as at that date
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board established by the Board to advise the Independent Shareholders in respect of the Issue Mandate
“Independent Shareholders”	Shareholders other than Charm Hero and its associates (as defined under the Listing Rules)
“Issue Mandate”	the general mandate proposed to be sought at the EGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of the EGM;

DEFINITIONS

“Latest Practicable Date”	10 September 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular;
“Listing Rules”	the Rules governing the Listing of Securities on the Stock Exchange;
“Shareholder(s)”	the holder(s) of the Shares;
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Veda Capital”	Veda Capital Limited, a licensed corporation to carry out type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the refreshment of the Existing General Mandate by granting the Issue Mandate
“%”	per cent.

LETTER FROM THE BOARD

HEMBLY

HEMBLY INTERNATIONAL HOLDINGS LIMITED

恒寶利國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 03989)

Executive directors:

Ngok Yan Yu (*Chairman*)
Lam Hon Keung, Keith
Tang Chui Yi, Janny
Wong Ming Yeung
Marcello Appella
Chan Tak Yan

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive directors:

Lo Ming Chi, Charles
Pao Ping Wing
Kwan Hung Sang, Francis

*Head office and principal place
of business:*

36th Floor,
No.1 Hung To Road
Kwun Tong
Kowloon
Hong Kong

15 September 2009

To the Shareholders

Dear Sir or Madam,

**REFRESHMENT OF GENERAL MANDATE TO ISSUE AND
ALLOT SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

At the forthcoming EGM to be held on 7 October 2009, the following resolution will be proposed, among other things:

- to grant to the Directors a general mandate to allot, issue and deal with additional Shares and to make or grant offers, agreements, options and warrants not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing such resolution

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to: (i) the refreshment of general mandates to issue and allot Shares; and (ii) the recommendation from the Independent Board Committee and the recommendation from Veda Capital to the Independent Board Committee and the Independent Shareholders as regards the Issue Mandate, and to give you notice of the EGM.

REFRESHMENT OF THE ISSUE MANDATE

At the annual general meeting of the Company held on 3 June 2009, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Existing General Mandate to issue, allot and deal with up to 85,186,200 Shares, which is equivalent to 20% of the then issued share capital of the Company.

As announced by the Company on 2 July 2009, the Company has entered into a warrant placing agreement whereby the Company appointed the placing agent to procure the places to subscribe for 55,000,000 warrants, on a fully underwritten basis. The new shares to be allotted and issued upon the exercise of the subscription rights attaching to the warrants will be issued under the Existing General Mandate, representing approximately 64.56% of the Existing General Mandate. In addition, as announced by the Company on 27 August 2009, the Company has entered into a placing agreement pursuant to which 29,900,000 Shares will be issued under the Existing General Mandate, representing approximately 35.10% of the Existing General Mandate. Consequentially, during the period from the date of the annual general meeting up to the Latest Practicable Date, the Existing General Mandate would have been utilized up to approximately 99.66%, assuming issuance and allotment of all Shares pursuant to the exercise of all the afore-said warrants and pursuant to the due completion of the aforesaid placing, which together would have involved the issuance and allotment of 84,900,000 Shares.

In order to provide a flexible means for the Company to raise further funds through the issue of new Shares for its future business development, the Board proposes to refresh the general mandate to allow the Directors to issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at the date of the EGM.

As the proposed refreshment to the Issue Mandate is being made prior to the Company's next annual general meeting, pursuant to Rule 13.36(4) of the Listing Rules, the refreshment of the Issue Mandate will be subject to Independent Shareholders' approval by way of poll at the EGM, where any controlling shareholders and their associates or, where there are no controlling shareholders, directors and the chief executive of the Company shall abstain from voting in favour of the Issue Mandate. As at the Latest Practicable Date, Charm Hero is the controlling shareholder which was interested in 152,744,205 Shares, representing 35.69% of the issued share capital of the Company as at the Latest Practicable Date, will abstain from voting for the resolution in relation to the proposed refreshment of the Issue Mandate to be proposed at the EGM in accordance with Rule 13.36(4) of the Listing Rules.

Based on the 427,991,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued prior to the EGM, subject to the passing of the relevant ordinary resolution to approve the Issue Mandate at the EGM, the Directors will be authorized to allot and issue up to a limit of 85,598,200 Shares under the Issue Mandate.

LETTER FROM THE BOARD

The Company acts as an investment holding company. The Group is principally engaged in the provision of supply chain services for its supply of apparel and accessories to international brands, and distribution and retailing of apparel and footwear. The Directors consider that it is important for the Company to be able to raise fund quickly in order to seize the investment opportunities that may arise. To this end, the Directors consider that the refreshment of the Issue Mandate would allow the Company more flexibility in raising fund and expand and develop the business of the Company and thus is in the interests of the Company and the Shareholders as a whole.

EGM

A notice of the EGM is set out on pages 13 to 15 of this circular. In accordance with the requirements of the Listing Rules, all votes to be taken at the EGM will be by poll. Pursuant to the requirements of Rule 13.36(4) of the Listing Rules, Charm Hero will abstain from voting for the resolution to be proposed at the EGM to approve the refreshment of the Issue Mandate.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

RECOMMENDATION

The Directors are of the opinion that the terms of the refreshments of the Issue Mandate are fair and reasonable and the Issue Mandate are in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders and the Independent Shareholders (as the case may be) to vote in favour of the relevant resolutions to be proposed at the EGM.

An Independent Board Committee has been formed to advise the Independent Shareholders in connection with the refreshment of the Issue Mandate and Veda Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard. Veda Capital considers the terms of the refreshment of the Issue Mandate are fair and reasonable and the refreshment of the Issue Mandate is in the interests of the Group and the Shareholders so far as the Independent Shareholders as a whole are concerned. The text of the letter of advice from Veda Capital containing its recommendation in respect of the refreshment of Issue Mandate is set out on pages 8 to 12 of this circular.

LETTER FROM THE BOARD

The Independent Board Committee, having taken into account the advice of Veda Capital, considers the terms of the refreshment of the Issue Mandate are fair and reasonable and the refreshment of the Issue Mandate is in the interests of the Group and the Shareholders so far as the Independent Shareholders as a whole are concerned. Accordingly, the Independent Board Committee recommends that the Independent Shareholders should vote in favour of the relevant resolution to be proposed at the EGM to approve the refreshment of the Issue Mandate. The full text of the letter from the Independent Board Committee is set out on page 7 of this circular.

GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (a) the information contained in this circular is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this circular misleading; and (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

Copies of the Company's memorandum of association and articles will be available for inspection at the principal place of business of the Company in Hong Kong at 36th Floor, No.1 Hung To Road, Kwun Tong, Kowloon, Hong Kong during normal business hours from the date of this circular up to and including the date of the EGM.

ADDITIONAL INFORMATION

Your attention is drawn to (i) the letter from the Independent Board Committee set out on page 7 of this circular; and (ii) the letter from Veda Capital to the Independent Board Committee and the Independent Shareholders set out on pages 8 to 12 of this circular.

Yours faithfully,
By the order of the Board of
Hembly International Holdings Limited
Ngok Yan Yu
Chairman

HEMBLY

HEMBLY INTERNATIONAL HOLDINGS LIMITED

恒寶利國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 03989)

15 September 2009

To the Independent Shareholders

Dear Sir or Madam,

REFRESHMENT OF ISSUE MANDATE

We refer to the circular to the Shareholders dated 15 September 2009 (the “**Circular**”) of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to advise the Independent Shareholders on whether the refreshment of the Issue Mandate is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Group and the Shareholders as a whole.

We wish to draw your attention to the letter of advice from the Veda Capital as set out on pages 8 to 12 of the Circular and the letter from the Board as set out on pages 3 to 6 of the Circular.

Having considered, among other things, the factors and reasons considered by, and the opinion of Veda Capital as stated in its letter of advice, we consider that the refreshment of the Issue Mandate is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Group and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions in relation to the Issue Mandate to be proposed at the EGM.

Yours faithfully,

For and on behalf of the Independent Board Committee

Lo Ming Chi, Charles

*Independent non-
executive Director*

Pao Ping Wing

*Independent non-
executive Director*

Kwan Hung Sang, Francis

*Independent non-
executive Director*

LETTER FROM VEDA CAPITAL

The following is the full text of the letter from Veda Capital setting out the advice to the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of Issue Mandate, which has been prepared for the purpose of inclusion in this circular.

VEDA | CAPITAL
智略資本

Veda Capital Limited

Suite 1302, 13th Floor, Takshing House
20 Des Voeux Road Central, Hong Kong

15 September 2009

*To the Independent Board Committee and the Independent Shareholders of
Hembly International Holdings Limited*

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE AND ALLOT SHARES

INTRODUCTION

We refer to the circular dated 15 September 2009 issued by the Company to the Shareholders of which this letter forms part (the “**Circular**”) and our appointment as independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of Issue Mandate, details of which are set out in the letter from the Board contained in the Circular. Capitalised terms used in this letter, unless the context otherwise requires, shall have the same meanings ascribed to them in the Circular.

Pursuant to Rule 13.36(4) of the Listing Rules, the grant of the Issue Mandate is subject to the approval of the Independent Shareholders by way of poll at the EGM. The controlling Shareholders (as defined in the Listing Rules) and their associates or, where there are no controlling Shareholders, Directors (excluding the independent non-executive Directors) and the chief executive and their respective associates shall abstain from voting in favour of the relevant resolution at the EGM. As at the Latest Practicable Date, Charm Hero held 152,744,205 Shares, representing approximately 35.69% of the issued share capital of the Company as at the Latest Practicable Date. Accordingly, being the controlling Shareholder, Charm Hero and its associates are required to abstain from voting in favour of the relevant resolution in the EGM.

The Independent Board Committee (comprising all the independent non-executive Directors, namely Mr. Lo Ming Chi, Charles, Mr. Pao Ping Wing and Mr. Kwan Hung Sang, Francis) has been established to advise the Independent Shareholders on the proposed grant of the Issue Mandate.

LETTER FROM VEDA CAPITAL

BASIS OF OUR ADVICE

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Company, Directors and management of the Company. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have assumed that all information, representations and opinions contained or referred to in the Circular, which have been provided by the Company, Directors and management of the Company and for which they are solely and wholly responsible, were true and accurate at the time when they were made and continue to be true at the date of the EGM.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading. We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, or its subsidiaries or associated companies.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the proposed grant of Issue Mandate, we have taken into consideration the following principal factors and reasons:

Background

The Group is currently principally engaged in manufacture and sales of apparel and accessories, and distribution and retailing of apparel and footwear.

At the annual general meeting of the Company held on 3 June 2009, the Existing General Mandate was approved by the Shareholders and the Directors were granted, among others, the rights to allot and issue up to 85,186,200 new Shares. As at the Latest Practicable Date, the Existing General Mandate has almost been fully utilized as to 29,900,000 placing shares and 55,000,000 new Shares to be allotted and issued upon the exercise of the subscription rights attaching to the non-listed warrants as announced by the Company on 27 August 2009 and 2 July 2009 respectively.

LETTER FROM VEDA CAPITAL

To enhance the financial flexibility necessary for the Group to raise funds by equity financing for future business development and to strengthen the capital base and financial position of the Company, the Directors therefore propose to seek the approval of the Independent Shareholders at the EGM for the grant of the Issue Mandate. The Company had 427,991,000 Shares in issue as at the Latest Practicable Date. Subject to the passing of the ordinary resolution for the grant of the Issue Mandate and assuming that no Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company would be allowed under the Issue Mandate to allot and issue up to 85,598,200 Shares, representing 20% of the total number of Shares in issue as at the date of the EGM.

Reasons for the grant of the Issue Mandate

As mentioned in the 2008 annual report of the Company, in light of the unexpected global financial melt-down which had adversely affected all industries especially luxury businesses, the Board views that it is of paramount importance that the Group should exercise stringent control of its financial resources at hand.

Under the Existing General Mandate, the maximum number of Shares which may be issued by the Directors was 286,200 new Shares, representing approximately 0.07% of the issued share capital of the Company of 427,991,000 Shares as at the Latest Practicable Date. In this regard, the grant of the Issue Mandate would provide the Company with necessary flexibility essential for fulfilling any possible funding needs for future business development and/or investment decisions in a timely manner. The Board also considers that the Issue Mandate would provide the Company with the maximum flexibility to raise additional capital for any future investment or as working capital of the Group.

As referred to the Letter from the Board, the Board believes that the grant of the Issue Mandate is in the best interests of the Company and the Shareholders as a whole by enhancing the financial flexibility necessary for the Group to raise further funds through the issue of new Shares for its future business development. Equity financing is also an important avenue of resources to the Group since it does not create any interest paying obligations on the Group.

As such, we are of the view that the grant of the Issue Mandate will be in the interests of the Company and the Independent Shareholders as a whole.

Other financing alternatives

As debt financing may incur interest burden to the Group, equity financing such as issuance of new Shares for cash or equity swaps may be an appropriate mean to fund such investments and/or acquisitions and provide additional working capital for the future development and expansion of the Group, given the Group's financial position, capital structure, cost of funding and the then financial market condition. Other financing methods such as debt financing or internal cash resources to fund future business development of the Company shall be taken into consideration in appropriate circumstances.

LETTER FROM VEDA CAPITAL

We consider that the grant of the Issue Mandate will provide the Company with an additional alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future development, including equity issuance. As such, we are of the view that the grant of the Issue Mandate will be in the interests of the Company and the Independent Shareholders as a whole.

Potential dilution to shareholdings of the Independent Shareholders

Set out below is a table showing the shareholdings of the Company as at the Latest Practicable Date and, for illustrative purpose, the potential dilution effect on the shareholdings upon full utilisation of the Issue Mandate assuming no Shares are issued or repurchased during the period between the Latest Practicable Date and the date of the EGM:

	As at the Latest Practicable Date		Upon full utilization of the Issue Mandate	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Charm Hero (<i>Note</i>)	152,744,205	35.69	152,744,205	29.74
Independent Shareholders	275,246,795	64.31	275,246,795	53.59
Shares to be issued under the Issue Mandate	—	—	85,598,200	16.67
Total:	<u>427,991,000</u>	<u>100.00</u>	<u>513,589,200</u>	<u>100.00</u>

Note: Charm Hero is a wholly owned subsidiary of Mensun Limited, which was wholly and beneficially owned by Mr. Ngok Yan Yu, an executive Director and chairman of the Company.

As illustrated in the table above, the existing aggregate shareholding of the Independent Shareholders will decrease from approximately 64.31% as at the Latest Practicable Date to approximately 53.59% upon full utilisation of the Issue Mandate. Taking into account that the Issue Mandate (i) will provide an alternative to increase the amount of capital which may be raised under the Issue Mandate; (ii) provides more options of financing to the Group for further development of its business as well as in other potential future investment and/or acquisitions as and when such opportunities arise; and (iii) the fact that the shareholdings of all Shareholders will be diluted proportionately to their respective shareholding upon any utilization of the Issue Mandate, we consider such dilution or potential dilution to shareholdings of the Independent Shareholders to be justifiable.

LETTER FROM VEDA CAPITAL

RECOMMENDATION

Having considered the factors and reasons as stated above, we are of the view that the grant of the Issue Mandate is in the interests of the Company and Independent Shareholders as a whole, and is fair and reasonable. Accordingly, we recommend the Independent Shareholders and advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution in relation to the grant of the Issue Mandate to be proposed at the EGM. Independent Shareholders are however advised to take note of the possible dilution effect on their shareholding interests in the Company when and if the Issue Mandate is utilised.

Yours faithfully,

For and on behalf of

Veda Capital Limited

Hans Wong

Julisa Fong

Managing Director Executive Director

NOTICE OF EGM

HEMBLY

HEMBLY INTERNATIONAL HOLDINGS LIMITED

恒寶利國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 03989)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Hembly International Holdings Limited (the “**Company**”) will be held at 2:00 p.m. on 7 October, 2009, at 36th Floor, 1 Hung To Road, Kwun Tong, Hong Kong for the purposes of considering and, if thought fit, passing with or without modifications the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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 given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares;
or

NOTICE OF EGM

- (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Articles of Association (the “Articles”) of the Company from time to time;

shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution,

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

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

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion 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 any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

By Order of the Board of
Hembly International Holdings Limited
Ngok Yan Yu
Chairman

Hong Kong, 15 September 2009

NOTICE OF EGM

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, where that member holds two or more shares, more proxies 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 and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting 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 meeting, in person or by proxy, in respect of such share as if he or she was solely entitled thereto, but if more than one of such 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 members of the Company in respect of the joint holding. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. In accordance with the Listing Rules, Charm Hero Investments Limited and its associates shall abstain from voting in respect of the resolution set out in the notice as set out above which shall be voted only by way of poll.
5. As at the date of this circular, the Board comprises six executive directors, namely Mr. Ngok Yan Yu, Mr. Lam Hon Keung, Keith, Ms. Tang Chui Yi, Janny, Mr. Wong Ming Yeung, Mr. Marcello Appella and Mr. Chan Tak Yan; and three independent non-executive directors, namely Mr. Lo Ming Chi, Charles, Mr. Pao Ping Wing and Mr. Kwan Hung Sang, Francis.