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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.

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# 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)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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The notice of the Extraordinary General Meeting of HEMBLY INTERNATIONAL HOLDINGS LIMITED to be held at 36/F, No. 1 Hung To Road, Kwun Tong, Hong Kong on Wednesday, 3 March 2010 at 2:30 p.m. (Hong Kong time) is set out in this document. The form of proxy enclosed with this document, together with any power of attorney or other authority under which the form of proxy is signed or a notarially certified copy of that power or authority, shall 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, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting and any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof (as the case may be) should you so wish.

8 Februray 2010

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## DEFINITIONS

*In this document, unless the context otherwise requires, the following expressions bear the following meanings:*

“Board”	the board of directors of the Company
“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“Company”	HEMBLY INTERNATIONAL HOLDINGS LIMITED, an exempted company incorporated in the Cayman Islands with limited liability and having its Shares listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	the Extraordinary General Meeting of the Company to be held at 36/F, No. 1 Hung To Road, Kwun Tong, Hong Kong on Wednesday, 3 March 2010 at 2:30 p.m. (Hong Kong time)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shareholders”	holder(s) of Shares
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

# 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:*

Mr. Ngok Yan Yu (*Chairman*)  
Mr. Marcello Appella  
Mr. Chan Tak Yan

*Non-executive Directors:*

Mr. Ho Gilbert Chi Hang  
Mr. Mok Chung Kwan, Stephen

*Independent Non-executive Directors:*

Mr. Lo Ming Chi, Charles  
Mr. Pao Ping Wing  
Mr. Kwan Hung Sang, Francis  
Mr. Cheng Kai Tai, Allen

*Registered Office:*

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

*Head Office and principal place  
of business in Hong Kong:*

Room 302B, 3rd Floor  
New World Tower  
16–18 Queen’s Road Central  
Hong Kong

8 February 2010

*To Shareholders of the Company*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 6 January 2010 in relation to, among other things, the proposed change of the name of the Company from “Hembly International Holdings Limited” to “New Environmental Energy Holdings Limited” and adoption of the new Chinese name “新環保能源控股有限公司” to replace the existing Chinese name of the Company “恒寶利國際控股有限公司” (which was used for identification purpose).

The purpose of this document is to provide you with the information relating to the proposed change of company name and the notice of the Extraordinary General Meeting at which a special resolution will be proposed to consider and, if thought fit, approve the proposed change of name of the Company.

## LETTER FROM THE BOARD

### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the name of the Company from “Hembly International Holdings Limited” to “New Environmental Energy Holdings Limited” and adopt the new Chinese name “新環保能源控股有限公司” to replace the existing Chinese name “恒寶利國際控股有限公司” (which was used for identification purpose) (the “Change of Company Name”). A special resolution will be proposed at the Extraordinary General Meeting for the Shareholders to consider and, if thought fit, to approve the Change of Company Name.

### **Reasons for the Change of Company Name**

The proposed Change of Company Name is to align with the corporate strategy of the Company in diversifying into the waste treatment business and the renewable energy and services sector, in addition to its existing principal business of manufacturing and sales of apparel and accessories.

The Board believes that the new company name can provide the Company with a more appropriate identification and image which will benefit the Company’s future business development and is in the interest of the Company and the Shareholders as a whole.

### **Conditions for the Change of Company Name**

The Change of Company Name is subject to (a) the approval by the Shareholders by way of special resolution; and (b) the approval by the Registrar of Companies in the Cayman Islands having been obtained. The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the Extraordinary General Meeting.

### **Effects on the Change of Company Name**

Subject to satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new name on the register in place of the existing name. Thereafter, the Company will carry out any necessary filing procedures in Hong Kong as required under the applicable laws, rules and regulations of such jurisdictions in which the Company is registered and/or the Shares are listed and/or traded.

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall continue to be evidence of the title and valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangements for exchange of existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective with the Stock Exchange, the Shares will be traded under new stock short name and any issue of share certificates will be under the new name of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders the results of the Extraordinary General Meeting, the effective date of the Change of Company Name and the change of stock short name of the Company respectively.

## LETTER FROM THE BOARD

### EXTRAORDINARY GENERAL MEETING

At the Extraordinary General Meeting, a special resolution will be proposed to the Shareholders in respect of the proposed Change of Company Name. The notice of the Extraordinary General Meeting is set out on pages 5 and 6 of this document.

### GENERAL INFORMATION

A proxy form for use at the Extraordinary General Meeting is enclosed herein. Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete the proxy form or other instrument of proxy and return it to 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, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and return of the proxy form or other instrument of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting (or any adjourned meeting thereof) should they so wish.

The Company would like to inform Shareholders that the Listing Rules require any vote of Shareholders at a general meeting be taken by poll and therefore the special resolution to be proposed at the Extraordinary General Meeting will be voted by way of poll accordingly.

### RECOMMENDATION

The Board is of the opinion that the Change of Company Name is in the interest of the Company and its Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the special resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully

For and on behalf 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)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Hembly International Holdings Limited (the “**Company**”) will be held at 36/F, No. 1 Hung To Road, Kwun Tong, Hong Kong on Wednesday, 3 March 2010, at 2:30 p.m. for the purposes of considering and, if thought fit, passing with or without amendments the following resolution as a special resolution of the Company:

#### **SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “Hembly International Holdings Limited” to “New Environmental Energy Holdings Limited” and the new Chinese name “新環保能源控股有限公司” be adopted to replace “恒寶利國際控股有限公司” for identification purpose, and that the Directors be and are hereby authorized to do all such acts and things and execute all documents that they consider necessary or expedient to effect the change of name and the adoption of a new Chinese name and attend to any necessary registration for and on behalf of the Company”

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

Hong Kong, 8 February 2010

*Principal Office:*

Room 302B, 3rd Floor  
New World Tower  
16–18 Queen’s Road Central  
Hong Kong

*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.

## NOTICE OF EGM

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.