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EASYKNIT ENTERPRISES HOLDINGS LIMITED

永義實業集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 0616)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Easyknit Enterprises Holdings Limited (永義實業集團有限公司) (the “**Company**”) will be held at Unit A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong, on Friday, 11 October 2013, at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions with or without amendment:

ORDINARY RESOLUTIONS

“**THAT:**

1. (A) Subject to paragraph (B) below, the disposal by the Company and/or its subsidiaries of shares of RMB1.00 (each an “ABC Share”) in Agricultural Bank of China Limited (“ABC”) from time to time before the first anniversary of the date on which this resolution is passed be and is hereby approved and authorised.
- (B) No disposal of ABC Shares pursuant to the authority granted under the ordinary resolution shall be made unless:
 - (i) the price per share at which such disposal is made shall be equal to or exceed HK\$2.20 per ABC Share;
 - (ii) all of the percentage ratios (as defined in and calculated as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) in respect of that disposal when aggregated with all other disposals of ABC Shares made or contracted for after the date on which their resolution is passed pursuant to the authority granted under this resolution are below 75%, calculated at the time of contract of the relevant disposal;

** for identification only*

- (iii) the ABC Shares to be disposed of shall be sold on-market through the stock exchange operated by The Stock Exchange of Hong Kong Limited (the stock Exchange”); and
 - (iv) the disposal is to be completed before first anniversary of the date on which this resolution is passed.
- 2. (A) Subject to paragraph (B) below, the disposal by the Company and/or its subsidiaries of shares of HK\$1.00 (each “HKEx Share”) in Hong Kong Exchanges and Clearing Limited (“HKEx”) from time to time and before the first anniversary of the date on which this resolution is passed be and is hereby approved and authorised.
- (B) No disposal of HKEx Shares pursuant to the authority granted under the ordinary resolution shall be made unless:
 - (i) the price per share at which such disposal is made shall be equal to or exceed HK\$110 per HKEx Share;
 - (ii) all of the percentage ratios (as defined in and calculated as required by Listing Rules in respect of that disposal when aggregated with all other disposals then made or contracted for pursuant to the authority granted under this resolution are below 75%, calculated at the time of contract of the relevant disposal;
 - (iii) the HKEx Shares to be disposed of shall be sold on-market through the Stock Exchange; and
 - (iv) the disposal is to be completed before first anniversary of the date on which this resolution is passed.
- 3. (A) Subject to paragraph (B) below, the acquisition by the Company and/or its subsidiaries of HKEx Shares of HK\$1.00 from time to time when the conditions set out in the following paragraphs below can be satisfied and before the first anniversary of the date on which this resolution is passed be and is hereby approved and authorised.
- (B) No acquisition of HKEx Shares pursuant to the authority granted under the ordinary resolution shall be made unless:
 - (i) the price per share at which such acquisition is made shall be equal to or less HK\$140 per HKEx Share;
 - (ii) all of the percentage ratios as defined in the and calculated as required by Listing Rules in respect of that acquisition when aggregated with all other acquisitions then made or contracted for pursuant to the authority granted under this resolution are below 100%, calculated at the time of contract of the relevant acquisition;

- (iii) the HKEx Shares to be acquired shall be purchased on-market through the Stock Exchange; and
- (iv) the acquisition is to be completed before first anniversary of the date on which this resolution is passed.

The directors of the Company be and are hereby authorised to execute all such documents, instruments and agreements and do all such acts, matters and things as they may in their absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with implementing, completing and giving effect to any such disposal and/or acquisition as they may in their absolute discretion consider necessary or desirable with full power to authorise any other person to do so in the name of and as the act of the Company.”

By Order of the Board
Easyknit Enterprises Holdings Limited
Kwong Jimmy Cheung Tim
Chairman and Chief Executive Officer

Hong Kong, 23 September 2013

As at the date hereof, the board of the directors of the Company comprises Mr. Kwong Jimmy Cheung Tim, Ms. Lui Yuk Chu and Koon Ho Yan, Candy as executive directors, Mr. Tse Wing Chiu, Ricky as non-executive director and Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Foo Tak Ching as independent non-executive directors.