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CHEVALIER INTERNATIONAL HOLDINGS LIMITED

其士國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 25)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Chevalier International Holdings Limited (the “Company”) will be held at 22nd Floor, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay, Hong Kong on Friday, 21 December 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

the assignment agreement (the “Assignment Agreement”) dated 11 October 2012 (US time) entered into between the Assignees (as defined in the circular dated 5 December 2012 and despatched to the shareholders of the Company (the “Circular”) and Strategic Capital Group, LLC in relation to the acquisition of the Properties’ (together, Albemarle House, Canterbury House, Caswell House, Cedar Mountain House, Cherry Springs Village, The Covington, Cranberry House, Edenton House, Hayesville House, Kingsbridge House, Magnolia Creek, Oliver House, Sharon Amity, The Magnolia, Wellington House, Williamston House, Windsor House and Yancey House) operation as senior housing facilities (including the Properties) by the Assignees for a consideration of US\$124.0 million (a copy of the Assignment Agreement has been produced to the SGM marked “A” and initialled by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby ratified, confirmed and approved; and the Directors be and are hereby authorized to do all things and acts and execute all documents relating to or in connection with any and all transactions contemplated thereunder.”

By Order of the Board

Chevalier International Holdings Limited

Chow Yei Ching

Chairman

Hong Kong, 5 December 2012

* *For identification purpose only*

Registered Office:
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*
22nd Floor
Chevalier Commercial Centre
8 Wang Hoi Road
Kowloon Bay
Hong Kong

Notes:

- 1 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 its common seal or under the hand of any officer, attorney or other person authorised to sign the same.
- 2 Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent him.
- 3 In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding of the above meeting or any adjournment thereof (as the case may be) or upon the poll concerned.
- 4 Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or at any adjourned meeting (as the case may be) or upon the poll concerned if the shareholder so wishes. In such event, the form of proxy will be deemed to be revoked.
- 5 Where there are joint registered holders of any share of the Company, any one of such joint registered holders may vote at the 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 registered holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the Board of the Company comprises Dr Chow Yei Ching (Chairman), Messrs Kuok Hoi Sang (Vice Chairman and Managing Director), Tam Kwok Wing (Deputy Managing Director), Chow Vee Tsung, Oscar, Ho Chung Leung, Ma Chi Wing and Miss Lily Chow as Executive Directors; Dr Chow Ming Kuen, Joseph, Messrs Sun Kai Dah, George and Yang Chuen Liang, Charles as Independent Non-Executive Directors and Dr Ko Chan Gock, William as Non-Executive Director.