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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, 28 July 2017 at 11:00 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 framework agreement dated 1 June 2017 (the “Framework Agreement”) entered into among Richsky International Limited, the Company, Chinaford Investment Limited (“Chinaford”), Dolce Field Limited (“Dolce Field”), 成都其士房地產發展有限公司 (“CCPD”), 成都聖華房地產開發有限公司 (“CSED”), 其士(成都)投資管理有限公司 (“Chevalier Chengdu”), Yango International Investment Group Limited and 陽光城集團股份有限公司 for the sale and purchase of the entire issued share capital of each of Chinaford and Dolce Field (the “Sale Shares”) at a consideration of RMB746 million (equivalent to approximately HK\$843 million) (subject to downward adjustment required to be made based on the financial statements of Chinaford, Dolce Field, CCPD and CSED (together as “Disposal Group”) as at completion of the sale and purchase of the Sale Shares and the net amounts due by the Disposal Group to the Company and Chevalier Chengdu (the “Sale Loans”) as prescribed in the Framework Agreement) and the Sale Loans at a consideration of RMB824 million (equivalent to approximately HK\$930 million) (a copy of the Framework Agreement is marked “A” and produced to the SGM and signed by the chairman of the SGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and any one or more of the directors of the Company be and is/are hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such documents for and on behalf of the Company by hand, or in the case of execution of documents under seal, to do so jointly with any one of a second director, a duly authorized representative of the director or the secretary of the Company, and to take such steps as he may in his absolute discretion considers

necessary, appropriate, desirable or expedient to give effect to or in connection with the Framework Agreement and the transactions contemplated thereunder.”

By Order of the Board
Chevalier International Holdings Limited
KUOK Hoi Sang
Co-Chairman and Managing Director

Hong Kong, 5 July 2017

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) A form of proxy for use at the meeting is enclosed herewith.
- (2) 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.
- (3) 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 needs not be a shareholder of the Company but must attend the meeting in person to represent him.
- (4) 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 Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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.
- (5) 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.
- (6) 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 (Co-Chairman), Messrs Kuok Hoi Sang (Co-Chairman and Managing Director), Tam Kwok Wing (Deputy Managing Director), Ho Chung Leung, Ma Chi Wing and Miss Lily Chow as Executive Directors; Dr. Chow Ming Kuen, Joseph, Mr. Yang Chuen Liang, Charles, Professor Poon Chung Kwong and Mr. Irons Sze as Independent Non-Executive Directors; Dr. Ko Chan Gock, William and Mr. Chow Vee Tsung, Oscar as Non-Executive Directors.

* For identification purpose only