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TELEFIELD INTERNATIONAL (HOLDINGS) LIMITED 中慧國際控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1143)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of TELEFIELD INTERNATIONAL (HOLDINGS) LIMITED (the “**Company**”) will be held at Longchamps Room, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsim Sha Tsui on Friday, 25 September 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the conditional agreement dated 22 May 2015 (as supplemented on 7 August 2015) entered into between the Company and Dragon Fortune International Limited (“**Dragon Fortune**”) in relation to the disposal (the “**Disposal**”) of (1) the entire issued share capital of Noble Treasure Holdings Limited (“**Noble Treasure**”), a company which will hold a group of companies and subsidiaries after the completion of its acquisition of the entire issued share capital in each of Affonso Limited, Alagona Holdings Limited, Calibre Holdings Limited, Macar Holdings Limited and Phoenix Choice Holdings Limited (the “**Corporate Reorganisation**”) and (2) as at the completion of the Disposal, the net amount owed by Noble Treasure and its subsidiaries upon the completion of the Corporate Reorganisation (the “**Disposal Group**”) to the Company and the Company’s subsidiaries upon the completion of the Disposal (the “**Remaining Group**”), by the Company to Dragon Fortune at a consideration of HK\$169,800,000 (the “**Disposal Agreement**”) (a copy of which is tabled at the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification), which constitutes:
 - (i) a major transaction under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
 - (ii) a connected transaction under Chapter 14A of the Listing Rules; and
 - (iii) a special deal under Rule 25 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”),

and all transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and

- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which they consider necessary, desirable or expedient for the implementation of and giving effect to the Disposal Agreement and the transactions contemplated thereunder.”

Note: Shareholders who are not the Independent Shareholders (as defined in the circular of the Company dated 9 September 2015) are required to abstain from voting on this resolution numbered 1.

2. **“THAT:**

(a) the master electronics manufacturing services agreement dated 7 August 2015 (as supplemented on 7 September 2015) entered into between Noble Treasure and Telefield Holdings Limited (“**Telefield Holdings**”), a direct wholly-owned subsidiary of the Company (the “**Master Sale Agreement**”) (a copy of which is tabled at the meeting marked “B” and initialled by the chairman of the meeting for the purpose of identification) in relation to the provision of various wireless communication products, audio equipment products and other relevant electronic products and ancillary parts and services (including sourcing and procurement, production and after-sales services) by the Remaining Group to the Disposal Group for a period commencing from the date of the completion of the Disposal to 31 December 2016, which constitutes:

- (i) continuing connected transactions under Chapter 14A of the Listing Rules; and
- (ii) a special deal under Rule 25 of the Takeovers Code,

and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;

(b) the proposed annual caps in relation to the transactions under the Master Sale Agreement for each of the two years ending 31 December 2015 and 2016 will not exceed HK\$5 million and HK\$18 million, respectively, be and are hereby approved; and

(c) the directors of the Company be and are hereby authorised to execute such other documents, do all other acts and things and take such action as they may consider necessary, desirable or expedient to implement and/or give effect to or otherwise in connection with the Master Sale Agreement and any or all the matters contemplated thereunder.”

Note: Shareholders who are not the Independent Shareholders (as defined in the circular of the Company dated 9 September 2015) are required to abstain from voting on this resolution numbered 2.

Yours faithfully,
For and on behalf of the Board
TELEFIELD INTERNATIONAL (HOLDINGS) LIMITED
Cheng Han Ngok Steve
Chairman

Hong Kong, 9 September 2015

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Notes:

1. A member entitled to attend and vote at the meeting of the Company convened by the above notice is entitled to appoint one or more proxy to attend and vote on his behalf. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre 183 Queen's Road East Hong Kong not later than 48 hours before the time of holding the meeting of the Company or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto to. If more than one of such joint holders are present at the above 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. 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.
5. All of the above resolutions will be voted by way of poll at the EGM.
6. As at the date of this notice, the board of Directors comprises Mr. Cheng Han Ngok Steve, Mr. Poon Ka Lee Barry, Mr. Ng Kim Yuen, Ms. Fok Pui Yin and Mr. Lee Kai Bon as the executive Directors; Mr. Au-Yang Cheong Yan Peter, Dr. Kwan Pun Fong Vincent and Dr. Xue Quan as independent non-executive Directors.