

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



大同機械企業有限公司

COSMOS MACHINERY ENTERPRISES LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 118)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Cosmos Machinery Enterprises Limited (“**Company**”) will be held at 9:30 a.m. on Wednesday, 29th May, 2013 at Units 1217-1223A, 12th Floor, Trade Square, No. 681 Cheung Sha Wan Road, Kowloon, Hong Kong to consider and, if thought fit, approve, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the conditional sale and purchase agreement dated 9th April, 2013 (the “**Sale and Purchase Agreement A**”) entered into between Fair Friend (Hong Kong) Enterprise Co., Limited as vendor and北京首赫投資有限責任公司(Beijing Sunbeway Investment Co., Ltd*) as purchaser in relation to the sale and purchase of 4,700 ordinary shares of Hon Kiu Machine Factory Limited at a consideration of RMB455,430,000 (equiv. to HK\$570,653,790) to be settled by cash (a copy of the Sale and Agreement has been tabled at the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the conditional sale and purchase agreement dated 9th April, 2013 (the “**Sale and Purchase Agreement B**”) entered into between Fair Friend (Hong Kong) Enterprise Co., Limited as vendor and北京金源益通商貿有限公司(Beijing Jin Yuan Yi Tong Trading Co., Ltd*) as purchaser in relation to the sale and purchase of 121 ordinary shares of Hon Kiu Machine Factory Limited at a consideration of RMB11,724,900 (equiv. to HK\$14,691,300) to be settled by cash (a copy of the Sale and Agreement has been tabled at the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* *for identification purpose only*

(c) the Directors, acting together, individually or by committee, be and are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as they may consider necessary, appropriate, desirable or expedient for implementation of or giving effect to the Sale and Purchase Agreement A and Sale and Purchase Agreement B and any of the transactions contemplated thereunder.”

Yours faithfully
By Order of the Board
Cosmos Machinery Enterprises Limited
TANG To
Chairman

Hong Kong, 10th May, 2013

Registered and head office:

Units 1217-1223A
12th Floor, Trade Square
No. 681 Cheung Sha Wan Road
Kowloon
Hong Kong

As at the date of this notice, the directors of the Company are as follows:

Executive Directors:

Mr. Tang To (*Chairman*)
Mr. Wong Yiu Ming
Mr. Jiang Wei
Mr. Tang Yu, Freeman

Non-Executive Directors

Mr. Wu Ding (*Vice Chairman*)
Mr. Kan Wai Wah
Mr. Qu Jinping

Independent Non-Executive Directors:

Ms. Yeung Shuk Fan
Mr. Cheng Tak Yin
Mr. Ho Wei Sem
Mr. Huang Zhi Wei

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy, 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 registered office of the Company at Units 1217–1223A, 12th Floor, Trade Square, No. 681 Cheung Sha Wan Road, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be).
- (3) Completion and return of an instrument appointing a proxy should not preclude a shareholder of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.