

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **HIGH FASHION INTERNATIONAL LIMITED**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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High Fashion International limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 608)

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATES
FOR ISSUE OF SHARES AND REPURCHASE BY
THE COMPANY OF ITS OWN SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening an Annual General Meeting of the Company to be held at 10th Floor, High Fashion Centre, 1-11 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong on Tuesday, 16 June 2009 at 10:30 a.m. is set out on pages 13 to 16 of this circular. If you are not able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting.

28 April 2009

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company convened to be held at 10th Floor, High Fashion Centre, 1-11 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong on Tuesday, 16 June 2009 at 10:30 a.m., notice of which is set out in this circular or, where the context so admits, any adjournment thereof
“Board”	the board of directors of the Company
“Bye-laws”	the bye-laws of the Company
“Company”	High Fashion International Limited, a company incorporated in Bermuda with limited liability and whose securities are listed on the Stock Exchange
“Directors”	the directors of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares in the manner as set out in ordinary resolution no. 5A of the notice of the Annual General Meeting
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	21 April 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in ordinary resolution no. 5B of the notice of the Annual General Meeting
“Share(s)”	the share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



High Fashion International limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 608)

Executive Directors:

Mr. Lam Foo Wah (*Chairman & Managing Director*)
Ms. So Siu Hang, Patricia

Non-Executive Directors:

Mr. Chan Wah Tip, Michael
Professor Yeung Kwok Wing

Independent Non-Executive Directors:

Mr. Woo King Wai
Mr. Wong Shiu Hoi, Peter
Mr. Leung Hok Lim

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in

Hong Kong:

11th Floor, High Fashion Centre
1-11 Kwai Hei Street
Kwai Chung, New Territories
Hong Kong

28 April 2009

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATES
FOR ISSUE OF SHARES AND REPURCHASE BY
THE COMPANY OF ITS OWN SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to the re-election of Directors and the grant to the Directors of general mandates for the issue of new shares and the repurchase by the Company of its own shares as at the date of the passing of the relevant resolutions.

RE-ELECTION OF DIRECTORS

In accordance with bye-law 87 of the Bye-laws, Mr. Woo King Wai, Ms. So Siu Hang, Patricia and Mr. Chan Wah Tip, Michael will retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Details of the above directors are set out in Appendix I to this circular.

GENERAL MANDATE TO REPURCHASE SHARES

On 13 June 2008, a general mandate was given to the Directors of the Company to exercise all the powers of the Company to repurchase its own shares which will lapse at the conclusion of the Annual General Meeting. Ordinary resolutions will therefore be proposed at the Annual General Meeting to approve the grant of a Repurchase Mandate to the Directors to repurchase shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing such resolution.

If the resolution for the Repurchase Mandate is passed at the Annual General Meeting, the Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held or until revoked or varied by ordinary resolution of the Shareholders of the Company in general meeting prior to the next annual general meeting.

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required by the Listing Rules on the Stock Exchange concerning the regulation of purchases by companies of their own shares on the Stock Exchange is set out in the Appendix II to this circular.

GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions will also be proposed at the Annual General Meeting: (i) to grant a General Mandate to the Directors to issue and otherwise deal with shares of the Company up to a maximum of 20% of the issued share capital of the Company as at the date of passing such resolution; and (ii) to approve the addition to the General Mandate of any shares repurchased by the Company under the authority of the Repurchase Mandate as at the date of passing such resolution. The Directors have no present intention to issue any new shares. As at the Latest Practicable Date, the number of share in issue was 318,239,550 shares. On the basis of such figure (assuming no further shares are issued or repurchased after and up to the date of passing such resolution), the Directors would be authorised to issue shares up to a maximum limit of 63,647,910 shares.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out pages 13 to 16 to this circular.

A form of proxy for the Annual General Meeting is also enclosed with this circular. If you do not intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's principal office in Hong Kong at 11th Floor, High Fashion Centre, 1-11 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong in accordance with the instructions printed thereon as soon as possible and in

LETTER FROM THE BOARD

any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the meeting if you so wish.

The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

TAKING BY POLL AT GENERAL MEETING

Under the Listing Rules, all votes at the Annual General Meeting are required to be taken by poll. Accordingly, the Chairman of the Annual General Meeting will demand a poll regarding the voting for all the resolutions set out in the Notice of Annual General Meeting.

RECOMMENDATIONS

The Directors are of opinion that the re-election of directors, the granting of the General Mandate and Repurchase Mandate and approval the addition to the General Mandate of any shares repurchased by the Company under the authority of the Repurchase Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of the Board
High Fashion International Limited
Lam Foo Wah
Chairman

APPENDIX I	INFORMATION ON DIRECTORS STANDING FOR RE-ELECTION
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The following are the information as required to be disclosed under Rule 13.51(2) of the Listing Rules on Directors standing for re-election at the Annual General Meeting:

Mr. WOO King Wai, aged 64, is an Independent Non-Executive Director and a member of the Audit Committee and Remuneration Committee of the Company. He joined the Group in 1992. He holds a bachelor degree in architecture (Honours) from the University of California, Berkeley, U.S.A. and is a member of the Hong Kong Institute of Architects and the Royal Australian Institute of Architects. He served as an executive member of the Hainan Political Consultative Conference, the People's Republic of China. Save as disclosed, Mr. Woo did not have any directorship in other listed public companies in the last three years.

Mr. Woo does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

There is neither any service contract having executed between the Company and Mr. Woo nor any proposed length of service with the Company but will be subject to retirement by rotation and re-election at the Company's annual general meeting pursuant to the Bye-laws. His emoluments comprise a director's fee as determined by reference to his duties and responsibilities with the Company, the prevailing market condition and the performance of the Company's results. For the year ended 31 December 2008, he received a director's fee of HK\$120,000.

Save as disclosed, Mr. Woo has confirmed that, in connection with his re-election, there are no other matters that need to be brought to the attention of the shareholders and there is no information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ms. SO Siu Hang, Patricia, aged 50, is an Executive Director of the Company. She joined the Group in 1990. She holds a bachelor degree in commerce and finance from the University of Toronto and a master degree in business administration from York University in Canada. She is also an executive director of Theme International Holdings Limited. Save as disclosed, Ms. So did not have any directorship in other listed public companies in the last three years.

Ms. So does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, she has personal interest of 2,824,309 shares in the Company within the meaning of Part XV of the Securities and Future Ordinance.

There is neither any service contract having executed between the Company and Ms. So nor any proposed length of service with the Company but will be subject to retirement by rotation and re-election at the Company's annual general meeting pursuant to the Bye-laws. Her emoluments comprise a director's fee as determined by reference to her duties and responsibilities with the Company, the prevailing market condition and the performance of the Company's results. For the year ended 31 December 2008, she received a director's fee of HK\$80,000 and other emoluments of HK\$2,660,000.

Save as disclosed, Ms. So has confirmed that, in connection with her re-election, there are no other matters that need to be brought to the attention of the shareholders and there is no information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. CHAN Wah Tip, Michael, aged 56, is a Non-executive Director, a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Chan joined the Group as Company Secretary since 1992 and was an Independent Non-executive Director of the Company prior to his re-designation as a Non-executive Director of the Company in October 2004. He has been practising as a solicitor in Hong Kong over 20 years. Mr. Chan is a partner of Wilkinson & Grist, the legal adviser of the Company, a non-executive director of Shougang Concord Technology Holdings Limited and an independent non-executive director of L.K. Technology Holdings Limited. Save as disclosed, Mr. Chan did not have any directorship in other listed public companies in the last three years.

Mr. Chan does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

There is neither any service contract having executed between the Company and Mr. Chan nor any proposed length of service with the Company but will be subject to retirement by rotation and re-election at the Company's annual general meeting pursuant to the Bye-laws. His emoluments comprise a director's fee as determined by reference to his duties and responsibilities with the Company, the prevailing market condition and the performance of the Company's results. For the year ended 31 December 2008, he received a director's fee of HK\$120,000.

Save as disclosed, Mr. Chan has confirmed that, in connection with his re-election, there are no other matters that need to be brought to the attention of the shareholders and there is no information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to Shareholders regarding the Repurchase Mandate as referred to in the section headed “General Mandate to Repurchase Shares” on page 4 of this circular. For the purpose of this appendix, the term “shares” (unless otherwise stated) shall be as defined in the Rule 10.06(6)(c) of the Listing Rules which means shares of all classes and securities which carry a right to subscribe or purchase shares in the Company.

SHARE CAPITAL

The shares proposed to be repurchased by a company must be fully paid-up. A maximum of 10% of the existing issued share capital as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

It is proposed that up to 10% of the shares of the Company in issue at the date of passing the resolution to approve the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, the number of share in issue was 318,239,550 shares. On the basis of such figure (assuming no further shares are issued or repurchased after the Latest Practicable Date and up to the date of passing such resolution), the Directors would be authorised to repurchase shares up to a maximum limit of 31,823,955 shares.

REASONS FOR REPURCHASES

The Directors believe that the ability to repurchase shares is in the best interests of the Company and the Shareholders. Repurchases of shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share. The Directors are seeking the grant of the Repurchase Mandate to repurchase shares to give the Company the flexibility to do so if and when appropriate. The number(s) of shares to be repurchased, the price and other terms upon which the same are repurchased, and whether shares are to be repurchased on any occasion will be decided by the Directors at the relevant time having regard to the factors and circumstances then pertaining.

FUNDING OF REPURCHASE

It is envisaged that the funds required for any repurchase would be derived from the capital paid up on the shares being repurchased or from the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purposes of the repurchase, and in the case of any premium payable on such repurchase, funds of the Company which would otherwise be available for dividend or distribution or from the Company’s share premium account before the repurchase, being funds legally available for this purpose in accordance with the memorandum of association and the Bye-laws of the Company and the Companies Act 1981 of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2008 contained in the 2008 annual report) if the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

PRICES OF THE SHARES

The highest and lowest prices at which the shares have traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
April	3.20	2.70
May	3.08	2.78
June	3.00	2.68
July	2.70	2.37
August	2.58	2.28
September	2.35	1.61
October	2.00	1.65
November	1.66	1.47
December	1.55	1.47
2009		
January	1.60	1.25
February	1.45	1.25
March	1.40	1.28
April (up to the Latest Practicable Date)	1.40	1.29

UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, presently intend to sell any shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by Shareholders and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and the applicable law of Bermuda and the Bye-laws.

No other connected persons have notified the Company that they have a present intention to sell any shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders and exercised.

TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company will increase, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Lam Foo Wah is indirectly interested in approximately 45.16% of the issued share capital of the Company pursuant to the provisions of the Securities and Futures Ordinance. In the event that the Directors exercise the power to repurchase shares in full pursuant to the Repurchase Mandate, the percentage of holding in shares by Mr. Lam Foo Wah would be increased to approximately 50.18%. Such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

Save as disclosed above, the Directors are not aware of any shareholder or group of shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

REPURCHASE OF SHARES

During the six months preceding the Latest Practicable Date the Company repurchased the following Shares on the Stock Exchange:

Date of repurchase	No. of shares repurchased	Highest price paid per share <i>HK\$</i>	Lowest price paid per share <i>HK\$</i>
2 October 2008	30,000	2.00	–
3 October 2008	20,000	2.00	–
6 October 2008	170,000	2.02	2.00
8 October 2008	334,000	2.03	1.97
10 October 2008	212,000	1.95	1.87
13 October 2008	206,000	1.87	1.85
15 October 2008	36,000	1.85	–
16 October 2008	92,000	1.83	–
20 October 2008	26,000	1.80	–
22 October 2008	66,000	1.81	1.75
23 October 2008	86,000	1.77	1.76
24 October 2008	124,000	1.74	1.72
27 October 2008	120,000	1.70	1.68

APPENDIX II

EXPLANATORY STATEMENT

Date of repurchase	No. of shares repurchased	Highest price paid per share HK\$	Lowest price paid per share HK\$
28 October 2008	180,000	1.68	1.66
29 October 2008	120,000	1.65	1.63
30 October 2008	16,000	1.65	–
31 October 2008	60,000	1.67	–
3 November 2008	60,000	1.65	–
10 November 2008	60,000	1.62	–
11 November 2008	120,000	1.61	1.59
13 November 2008	60,000	1.60	–
14 November 2008	4,000	1.58	–
18 November 2008	60,000	1.58	–
20 November 2008	8,000	1.55	–
21 November 2008	240,000	1.50	1.48
24 November 2008	60,000	1.50	–
26 November 2008	120,000	1.52	1.49
28 November 2008	80,000	1.47	–
2 December 2008	36,000	1.53	1.50
3 December 2008	54,000	1.54	–
4 December 2008	164,000	1.55	1.54
5 December 2008	88,000	1.51	1.47
8 December 2008	10,000	1.50	–
9 December 2008	30,000	1.50	–
12 December 2008	146,000	1.55	1.50
17 December 2008	60,000	1.53	–
18 December 2008	222,000	1.54	1.53
19 December 2008	16,000	1.53	–
5 January 2009	120,000	1.58	1.57
6 January 2009	70,000	1.55	–
8 January 2009	60,000	1.52	–
9 January 2009	100,000	1.54	–
12 January 2009	36,000	1.53	–
13 January 2009	50,000	1.53	–
14 January 2009	64,000	1.53	–
15 January 2009	120,000	1.51	1.49
19 January 2009	80,000	1.51	–
20 January 2009	80,000	1.50	1.49
21 January 2009	80,000	1.49	1.48
22 January 2009	40,000	1.48	–
5 February 2009	10,000	1.44	–
6 February 2009	40,000	1.45	–
11 February 2009	80,000	1.44	–
12 February 2009	80,000	1.44	–
13 February 2009	200,000	1.41	1.40

Date of repurchase	No. of shares repurchased	Highest price paid per share <i>HK\$</i>	Lowest price paid per share <i>HK\$</i>
16 February 2009	100,000	1.40	–
17 February 2009	40,000	1.39	–
18 February 2009	8,000	1.38	–
19 February 2009	74,000	1.40	–
23 February 2009	100,000	1.45	–
26 February 2009	80,000	1.40	–
27 February 2009	28,000	1.40	–
8 April 2009	120,000	1.33	1.30
9 April 2009	112,000	1.30	1.29
17 April 2009	40,000	1.31	–
20 April 2009	30,000	1.33	–
21 April 2009	40,000	1.33	–

Save as disclosed herein, neither the Company nor any of its subsidiaries repurchased any of its securities in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



High Fashion International limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 608)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of High Fashion International Limited (the “Company”) will be held at 10th Floor, High Fashion Centre, 1-11 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong on Tuesday, 16 June 2009 at 10:30 a.m. for the following purposes:

1. To adopt the Audited Financial Statements together with the Report of the Directors and the Report of the Independent Auditor for the year ended 31 December 2008.
2. To declare a final dividend for the year ended 31 December 2008.
3.
 - (a) To re-elect Mr. Woo King Wai as a director.
 - (b) To re-elect Ms. So Siu Hang, Patricia as a director.
 - (c) To re-elect Mr. Chan Wai Tip, Michael as a director.
 - (d) To authorise Directors to appoint any person as a director either to fill a casual vacancy on the Board or as an addition to the existing Board.
 - (e) To fix the directors’ fees.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Auditor to hold office until the conclusion of next annual general meeting and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot and issue or grant shares in the capital of the Company or securities convertible into such shares, or options, warrants or similar rights to subscribe for any shares or such convertible securities, and to make or grant offers,

NOTICE OF ANNUAL GENERAL MEETING

agreements or options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to any offer of any class of securities of the Company made pro rata (apart from fractional entitlements) by the Company to holders of such class of securities (excluding for that purpose any holder who is resident in a place where such offer is not permitted under the law of that place) or on the exercise of the subscription rights under any warrants to subscribe for shares of the Company or any share option scheme adopted by the Company or an issue of shares of the Company in lieu of the whole or part of the dividend on shares of the Company in accordance with the Bye-laws, shall not exceed 20 per cent of the existing issued share capital of the Company at the date of passing this Resolution; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; or
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting of the Company.”

B. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which securities of the Company may be listed and which is

NOTICE OF ANNUAL GENERAL MEETING

recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of shares to be purchased or agreed conditionally or unconditionally to be purchased by the Directors pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; or
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting of the Company.”

C. “**THAT** the aggregate number of shares in the capital of the Company which shall have been repurchased by the Company subsequent and pursuant to the passing of Ordinary Resolution B (up to a maximum of 10 per cent of the issued shares at the date of passing Ordinary Resolution B) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to Ordinary Resolution A. above.”

By Order of the Board
High Fashion International Limited
Cynthia Chan
Company Secretary

Hong Kong, 28 April 2009

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, forms of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney must be deposited at the head office and principal place of business of the Company at 11th Floor, High Fashion Centre, 1-11 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The principal and branch registers of members of the Company will be closed from Wednesday, 10 June 2009 to Tuesday, 16 June 2009, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrars of the Company, Tricor Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration by not later than 4:30 p.m. on Tuesday, 9 June 2009.

MEMBERS OF THE BOARD

As at the date of this notice, the members of the Board of the Company comprises of (1) executive directors: Mr. Lam Foo Wah and Ms. So Siu Hang, Patricia; (2) non-executive directors: Mr. Chan Wah Tip, Michael and Professor Yeung Kwok Wing; and (3) independent non-executive directors: Mr. Woo King Wai, Mr. Wong Shiu Hoi, Peter and Mr. Leung Hok Lim.