
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This circular is issued by CHTC Fong's International Company Limited (the "Company").

If you are in any 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, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, 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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CHTC FONG'S INTERNATIONAL COMPANY LIMITED

中國恒天立信國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 641)

(1) GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

(2) RE-ELECTION OF THE RETIRING DIRECTORS

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company to be held at Pacific Room II, 9/F., Towers Wing, The Royal Pacific Hotel and Towers, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 28 May 2019 at 11:00 a.m. is set out on pages 12 to 16 of this circular.

Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company in Hong Kong at Level 13, Tower 2, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

26 April 2019

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Pacific Room II, 9/F., Towers Wing, The Royal Pacific Hotel and Towers, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 28 May 2019 at 11:00 a.m., and any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“close associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“CG Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“Company”	CHTC Fong’s International Company Limited 中國恒天立信國際有限公司, an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“connected person”	has the same meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the same meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	17 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Shares Repurchases issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

LETTER FROM THE BOARD



CHTC FONG'S INTERNATIONAL COMPANY LIMITED

中國恒天立信國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 641)

Executive Directors:

Mr. Ye Maoxin (*Chairman*)

Mr. Ji Xin (*Chief Executive Officer*)

Mr. Du Qianyi (*Chief Financial Officer*)

Non-executive Director:

Mr. Fong Kwok Leung, Kevin

Independent Non-executive Directors:

Mr. Ying Wei

Dr. Yuen Ming Fai

Mr. Li Jianxin

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Head office and principal place
of business:*

Level 13, Tower 2,

Kowloon Commerce Centre,

51 Kwai Cheong Road,

Kwai Chung,

Hong Kong

26 April 2019

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES**

(2) RE-ELECTION OF THE RETIRING DIRECTORS

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information with respect to the resolutions to be proposed at the forthcoming AGM to be held on Tuesday, 28 May 2019 relating to, among other things, (i) the general mandates to issue Shares and to repurchase Shares by the Company; and (ii) the re-election of the retiring Directors, and to give you the notice of the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 25 May 2018, resolutions were passed granting general mandates to the Directors to exercise all powers of the Company to issue and to repurchase Shares. Such general mandates will lapse at the conclusion of the forthcoming AGM. Ordinary resolutions will therefore be proposed at the forthcoming AGM to grant to the Directors general mandates as follows:

- (i) to allot, issue or deal with Shares with an aggregate number of Shares not exceeding 20% of the number of issued Shares as at the date of passing the proposed resolution at the AGM (the “Share Issue Mandate”); and
- (ii) to repurchase Shares with an aggregate number of Shares not exceeding 10% of the number of issued Shares as at the date of passing the proposed resolution at the AGM (the “Share Repurchase Mandate”).

The Listing Rules provide that, unless the Stock Exchange agrees otherwise, in the event the Share Issue Mandate is exercised and Shares are placed for cash consideration under the Share Issue Mandate, the issue price of the Shares may not be at a price which represents a discount of 20% or more to the benchmarked price of the Shares, such benchmarked price being the higher of:

- (i) the closing price of the Shares as quoted on the Stock Exchange on the date of the relevant placing agreement or other agreement involving the proposed issue of Shares under the Share Issue Mandate; and
- (ii) the average closing price of the Shares as quoted on the Stock Exchange in the five trading days immediately prior to the earlier of:
 - (a) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of Shares under the Share Issue Mandate;
 - (b) the date of the placing agreement or other agreement involving the proposed issue of Shares under the Share Issue Mandate; and
 - (c) the date on which the placing or subscription price is fixed.

In terms of the price at which Shares may be issued at time of exercise of the Share Issue Mandate, the Company will comply with the then prevailing requirements under the Listing Rules.

In addition, an ordinary resolution will be proposed at the forthcoming AGM to grant to the Directors to extend the Share Issue Mandate by adding any Shares repurchased under the Share Repurchase Mandate to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

An explanatory statement relating to the Share Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to bye-law 99 of the Bye-laws, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that the Chairman and Managing Director (if any) of the Company should not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. A retiring Director shall be eligible for re-election.

Accordingly, Mr. Du Qianyi and Mr. Fong Kwok Leung, Kevin will retire from the Board at the AGM and, being eligible, will offer themselves for re-election.

Biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 12 to 16 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, (i) the general mandates to issue Shares and to repurchase Shares by the Company; and (ii) the re-election of the retiring Directors.

According to bye-law 70 of the Bye-laws, at any general meeting of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by, among others, the chairman of such meeting. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except for resolution which relates purely to a procedural or administrative matter. In order to comply with the Listing Rules, the chairman of the AGM will demand a poll for every resolution put to the vote at the AGM pursuant to bye-law 70 of the Bye-laws. The Company will announce the poll results after the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company in Hong Kong at Level 13, Tower 2, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that all ordinary resolutions set out in the notice of the AGM are in the best interest of the Company and the Shareholders as a whole, and therefore recommend the Shareholders to vote in favour of such resolutions at the AGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

The English text shall prevail over the Chinese text in this circular.

Yours faithfully,
For and on behalf of the Board
CHTC Fong's International Company Limited
Ye Maoxin
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable Shareholders to make an informed decision on whether to vote for or against the resolution in relation to the Share Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

The Listing Rules provide that repurchases of securities of such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by a specific approval of a particular transaction and that the securities to be repurchased must be fully paid up.

2. SHARES IN ISSUE

As at the Latest Practicable Date, there were a total of 1,100,216,570 Shares in issue.

Subject to the passing of the ordinary resolution granting the Share Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed to repurchase a maximum of 110,021,657 Shares, representing 10% of the aggregate number of Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with its memorandum of association, its Bye-laws, the Listing Rules and the applicable laws 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 contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Share Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent, as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. REASONS FOR REPURCHASES

The Directors believe that it is in the best interest of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

6. TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENT

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its power to repurchase Shares pursuant to the Share Repurchase Mandate, 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 (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, China Hi-Tech Group Corporation (中國恒天集團有限公司) was interested in 615,408,140 Shares, representing approximately 55.94% of the issued share capital of the Company and was the only controlling shareholder. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding of China Hi-Tech Group Corporation (中國恒天集團有限公司) in the Company would increase to approximately 62.15% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code. As at the Latest Practicable Date, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

As at the Latest Practicable Date, the public float of the Company was approximately 26.96%. In the event that the Share Repurchase Mandate is exercised by the Company in full and assuming no other changes to the shareholdings in the Company, the public float of the Company would become 18.84%. The Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the minimum public float requirements under Rule 8.08 of the Listing Rules not being complied with.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months up to the latest Practicable Date were as follows:

		Price per Share	
		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
2018	April	1.94	1.75
	May	1.90	1.73
	June	1.83	1.34
	July	1.60	1.34
	August	1.56	1.34
	September	1.50	1.33
	October	1.45	0.88
	November	1.05	0.88
	December	1.05	0.88
2019	January	1.05	0.88
	February	1.12	0.91
	March	1.28	0.94
	April (up to the Latest Practicable Date)	1.08	0.89

8. SHARES REPURCHASED BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

9. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their respective close associates has a present intention, in the event that the relevant proposed resolution is approved by the Shareholders at the AGM, to sell Shares to the Company or its subsidiaries.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has undertaken not to do so if the Company is authorised to make repurchases of Shares.

Pursuant to the Listing Rules, the biographical details of the retiring Directors, who, being eligible, will offer themselves for re-election at the AGM, are set out below:

1. Mr. Du Qianyi (“Mr. Du”)

Executive Director

Mr. Du Qianyi, aged 53, joined the Company on 15 March 2012 and has been appointed as an Executive Director of the Company with effect from 18 April 2016, he is currently the Chief Financial Officer of the Group. Mr. Du had previously served as an Executive Director of the Company during the period from 15 March 2012 to 31 December 2012. Since 1986, Mr. Du had worked for corporations affiliated with China Hi-Tech Group Corporation (中國恒天集團有限公司) and had held positions as finance director, chief accountant and financial controller of Shaoyang Textile Machinery Co., Ltd. (邵陽紡織機械有限責任公司) during the period from 1997 to 2003. He had also held the positions as deputy finance director and finance director of China Textile Machinery (Group) Co., Ltd. (中國紡織機械(集團)有限公司) and as the finance director of China Hi-Tech Group Corporation (中國恒天集團有限公司). Mr. Du has been working in the textile machinery industry for a prolonged period, knowing the traits in the markets and operations of the textile machinery industry, having extensive experience in corporate management as well as solid theoretical foundation and rich practical experience in the areas of capital operations, operational management and financial management.

Save as disclosed above, Mr. Du did not hold any directorship in other public companies of which the securities are listed on any securities markets in Hong Kong or overseas in the last three years. Mr. Du does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Du did not hold any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Du has entered into a service contract with the Group without a fixed term of service, but such contract is determinable by either party giving to the other party not less than six months' prior written notice. His appointment as a director of the Company is subject to retirement by rotation and re-election at annual general meeting pursuant to the Bye-laws. The details of emolument of Mr. Du have been disclosed in note 9 to the financial statements of the Company's Annual Report 2018. His emolument was determined with reference to his duties and responsibilities with the Group and in line with the remuneration policy of the Group.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Du that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

2. Mr. Fong Kwok Leung, Kevin (“Mr. Fong”)*Non-executive Director*

Mr. Fong, aged 57, is the eldest son of Mr. Fong Sou Lam who is the founder of the Group as well as the Chairman Emeritus and a substantial shareholder of the Company. Mr. Fong holds a Bachelor’s degree in Business Administration from the Simon Fraser University, Canada. Mr. Fong joined the Group in 1986 and was appointed as an Executive Director of the Company on 25 July 1990. Mr. Fong had been responsible for overseeing the stainless steel trading and stainless steel casting businesses of the Group for a long period. With effect from 1 October 2016, Mr. Fong has been re-designated from an Executive Director to a Non-executive Director of the Company due to his desire to devote more time to his family business.

Mr. Fong entered into a director’s service contract with the Company for a term of two years commencing on 1 October 2016 and expiring on 30 September 2018. Upon expiry, his term of office has been extended to 30 September 2020 at a director’s fee of HK\$180,000 per annum, but such service contract is determinable by either party giving to the other party at least one month’s prior written notice. His appointment as a director of the Company is subject to retirement by rotation and re-election at annual general meeting pursuant to the Bye-laws. In addition, Mr. Fong and the Company entered into a consultancy agreement without a fixed term of service on 15 October 2016 whereby Mr. Fong was appointed as a consultant of the Company with retrospective effect from 1 October 2016 for providing consultancy services to the Company in respect of the business development of the Group, but such consultancy agreement is determinable by either party giving to the other party at least one month’s prior written notice. Mr. Fong is entitled to a monthly remuneration of HK\$100,000 and the use of a private car provided by the Group under the consultancy agreement.

As at the Latest Practicable Date, Mr. Fong was deemed to be interested in 129,404,220 Shares, representing approximately 11.76% interest in the issued share capital of the Company (including 126,104,220 Shares being held by a discretionary trust of which he is a beneficiary) within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Fong does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and did not hold any directorship in other public companies of which the securities are listed on any securities markets in Hong Kong or overseas in the last three years.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Fong that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



CHTC FONG'S INTERNATIONAL COMPANY LIMITED

中國恒天立信國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 641)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of CHTC Fong's International Company Limited (the "Company") will be held at Pacific Room II, 9/F., Towers Wing, The Royal Pacific Hotel and Towers, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 28 May 2019 at 11:00 a.m. for the following purposes:

1. To consider and approve the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2018.
2. To declare a final dividend of 2 HK cents per share for the year ended 31 December 2018.
3. To re-elect Mr. Du Qianyi as an executive director of the Company.
4. To re-elect Mr. Fong Kwok Leung, Kevin as a non-executive director of the Company.
5. To authorise the board of directors of the Company to fix the directors' remuneration.
6. To re-appoint PKF Hong Kong Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix its remuneration.
7. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as an ordinary resolution of the Company:

"THAT the maximum number of directors of the Company be fixed at 11."

8. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as an ordinary resolution of the Company:

"THAT the directors of the Company be authorised to fill any vacancies on the board of directors of the Company and to appoint additional directors up to such maximum as may be determined from time to time by shareholders of the Company in addition to those in office at the date of passing this resolution."

NOTICE OF ANNUAL GENERAL MEETING

9. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and 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 and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) 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 the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

10. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.05 each in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereafter defined), or (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted by the Company and/or its subsidiaries for the grant or issue of shares or rights to acquire shares in the capital of the Company, or (iii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company, or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or issue of options to subscribe for shares open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognised regulatory body or any stock exchange, in any territory applicable to the Company).”

11. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** the general mandate granted to the directors of the Company pursuant to resolution numbered 10 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total number of shares of the Company repurchased by the Company pursuant to the exercise by the directors of the Company of the powers of the Company to repurchase such shares since the granting of such general mandate referred to in the above resolution numbered 9 provided that such number shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution.”

By order of the Board
CHTC Fong’s International Company Limited
C. K. Lee
Company Secretary

Hong Kong, 26 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 27 May 2019 to Tuesday, 28 May 2019, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 24 May 2019.
2. Subject to the approval of shareholders at the meeting, the proposed final dividend will be payable on Friday, 21 June 2019 to shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Thursday, 6 June 2019. The register of members of the Company will be closed from Tuesday, 4 June 2019 to Thursday, 6 June 2019, both days inclusive, for the purpose of determining the entitlements of the shareholders to the proposed final dividend. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 June 2019.
3. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or, if he is a holder of more than one share, proxies to attend and vote in his stead. A proxy need not be a member of the Company.
4. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. In order 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 certified copy of that power or authority, must be deposited at the principal place of business of the Company in Hong Kong at Level 13, Tower 2, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
6. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.
7. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all the resolutions set out in the notice convening the meeting will be voted by way of poll at the meeting.