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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, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bauhaus International (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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bauhaus

Bauhaus International (Holdings) Limited

包浩斯國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 483)

**RE-ELECTION OF DIRECTORS
GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of annual general meeting of Bauhaus International (Holdings) Limited to be held at 3:00 p.m. on Wednesday, 28 August 2019 at Room 501, Sino Industrial Plaza, 9 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong is set out on pages 12 to 16 of this circular. Whether or not you are able to attend the meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the 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 meeting or any adjourned meeting should you so wish.

19 July 2019

TABLE OF CONTENTS

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 Group. 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.

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Details of retiring Directors proposed for re-election	7
Appendix II – Explanatory Statement	9
Notice of Annual General Meeting	12

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company for the year ended 31 March 2019 to be held at 3:00 p.m. on Wednesday, 28 August 2019 at Room 501, Sino Industrial Plaza, 9 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong or any adjournment thereof
“Articles”	the articles of association of the Company, as amended from time to time
“Associates”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Bauhaus International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

bauhaus

Bauhaus International (Holdings) Limited

包浩斯國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 483)

Executive Directors:

Mr. Wong Yui Lam

(Chairman and Chief Executive Officer)

Madam Lee Yuk Ming

Mr. Yeung Yat Hang

Independent non-executive Directors:

Mr. Chu To Ki

Mr. Mak Wing Kit

Mr. Mak Siu Yan

Registered office:

P.O. Box 10008

Willow House

Cricket Square

Grand Cayman KY1-1001

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 501

Sino Industrial Plaza

9 Kai Cheung Road

Kowloon Bay

Kowloon

Hong Kong

19 July 2019

To the Shareholders

Dear Sir/Madam,

RE-ELECTION OF DIRECTORS

GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

AND

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give Shareholders the notice of the Annual General Meeting and provide the Shareholders with details regarding (i) the re-election of Directors retiring at the Annual General Meeting; and (ii) the grant of general mandates to the Directors to issue and repurchase the Shares. Such proposals will be dealt with at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

Accordingly, Mr. Mak Wing Kit and Mr. Mak Siu Yan, who have to retire by rotation pursuant to the Articles, will retire at the Annual General Meeting, and being eligible, will offer themselves for re-election at the Annual General Meeting. Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

Mr. Mak Wing Kit has served as an independent non-executive Director of the Company for more than nine years. Mr. Mak has exercised judgment in the best interests of the Company when discharging his duties as an independent non-executive Director of the Company. Despite his length of service, there is no evidence that the independence of Mr. Mak, especially in terms of exercising independent judgment and taking on objective challenges to the management, has been or will be in any way compromised or affected. Mr. Mak has also provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Company and the Board are therefore satisfied that Mr. Mak meets the independence guidelines set out in Rule 3.13 of the Listing Rules and continues to be independent.

Mr. Mak Siu Yan has also provided his annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Company and the Board had assessed the independence of Mr. Mak Siu Yan based on his confirmation of independence and was satisfied with his independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

The nomination committee of the Company has reviewed the biographical details of both Mr. Mak Wing Kit and Mr. Mak Siu Yan and their fulfilment of nomination criteria (including but not limited to character, integrity, qualifications, skills, knowledge and experience) set out in the nomination policy of the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the board diversity policy of the Company. The nomination committee and the Board took the view that each of Mr. Mak Wing Kit, who possesses experience in auditing, accounting, company secretarial affairs and financial control in Hong Kong, and Mr. Mak Siu Yan, who possesses experience in the electronic, electrical and information systems engineering industry, has been contributing to the Group effectively and has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and would contribute diversity to the Board. Therefore, the Board recommends Mr. Mak Wing Kit and Mr. Mak Siu Yan to be re-elected at the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATES

At the Annual General Meeting, separate ordinary resolutions will be proposed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the number of issued shares of the Company as at the date of the passing of such resolution (the “**Issue Mandate**”); (ii) to repurchase issued and fully paid Shares on the Stock Exchange up to a maximum of 10% of the number of issued shares of the Company as at the date of passing of such resolution (the “**Repurchase Mandate**”); and (iii) to add the aggregate number of the Shares repurchased by the Company to the Issue Mandate.

As at the Latest Practicable Date, the Company had 367,380,000 Shares in issue. Subject to the passing of the proposed resolutions for the grant of the general mandates as mentioned above and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would result in up to 36,738,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution referred to herein or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, and the Directors will be authorised to allot and issue under the Issue Mandate as mentioned above up to 73,476,000 Shares, and to the extent the Repurchase Mandate is exercised, plus the number of Shares representing the aggregate number of shares of the Company repurchased by the Company under the Repurchase Mandate.

The Directors wish to state that they have no present intention to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

The explanatory statement required by the Listing Rules to provide requisite information to you for your consideration of the Repurchase Mandate is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of Annual General Meeting is set out in pages 12 to 16 of this circular.

A form of proxy for use at the Annual General Meeting is also enclosed with this circular. 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 thereof, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting.

LETTER FROM THE BOARD

VOTE BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, all votes will be taken by way of poll.

RECOMMENDATION

The Directors consider that the proposals for re-election of Directors and the grant of the general mandates to issue and repurchase Shares are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders to vote in favour of the resolutions as set out in the notice of Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Bauhaus International (Holdings) Limited
Wong Yui Lam
Chairman

The details of the retiring Directors proposed for re-election at the Annual General Meeting are set out below:

(a) Mr. Mak Wing Kit

Mr. Mak Wing Kit, aged 51, was appointed as an independent non-executive Director on 1 May 2005. He is also the chairman of the audit committee and remuneration committee of the Company and a member of the nomination committee of the Company. Mr. Mak graduated from the Boston University in the United States in 1997 with a Master Degree of Science in Administrative Studies. Mr. Mak is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Mr. Mak has more than 25 years of experience in auditing, accounting, company secretarial affairs and financial control in Hong Kong. Mr. Mak is currently the financial controller of a private company based in Hong Kong and the People's Republic of China.

As at the Latest Practicable Date, Mr. Mak was not interested in any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Mr. Mak has entered into an appointment letter with the Company for a term of one year commencing from 1 May 2019, which may be terminated by either party thereto by giving to the other three months' prior notice in writing and is subject to retirement by rotation in accordance with the Articles. Mr. Mak is entitled to a director's fee of about HK\$164,000 per annum, which is determined by the Board with reference to his qualification, experience and responsibilities to be undertaken.

Save as disclosed above, Mr. Mak did not hold any other positions with the Group, and did not hold other directorship in listed public companies during the last three years. He did not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company as at the Latest Practicable Date.

Mr. Mak has served as an independent non-executive Director of the Company for more than nine years. Mr. Mak has exercised judgment in the best interests of the Company when discharging his duties as an independent non-executive Director of the Company. Despite his length of service, there is no evidence that the independence of Mr. Mak, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected. Mr. Mak has also provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is therefore satisfied that Mr. Mak meets the independence guidelines set out in Rule 3.13 of the Listing Rules and continues to be independent.

Save as disclosed above, Mr. Mak confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rule 13.51(2) of the Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Mak.

(b) Mr. Mak Siu Yan

Mr. Mak Siu Yan, aged 45, was appointed as an independent non-executive Director on 4 July 2016. He is also the chairman of the nomination committee of the Company and a member of the audit committee and remuneration committee of the Company. Mr. Mak has more than 20 years' experience in the electronic, electrical and information systems engineering industry. Mr. Mak is having a Chartered Engineer qualification from May 2018 and is currently serving Thales group as an industrial engineer since 2015. He previously served as managing director with Katze Engineering Company from 1996 to 1999, responsible for project management in various railway projects. He also served various positions such as analyst, project manager and internal test consultant in several companies, namely AIA Pension and Trustee Co. Ltd., CMG Pension and Retirement Co. Ltd., Xavor Corporation and EMC Computer Systems (Far East) Limited, in-between the period of 2000 and 2004, responsible for business analysis and software assurance. In addition, Mr. Mak was an account delivery manager in Hewlett Packard (HKSAR) Limited from 2007 to 2008, the general manager of Fuel Injection Technologies Limited from 2008 to 2009, and a factory manager of Dongguan Korex Machinery Co. Ltd. from 2004 to 2007 and from 2010 to 2014, respectively. Mr. Mak holds a master degree of business administration from University of Sunderland in 2014, a postgraduate diploma in business administration from the University of Leicester in 2006 and a bachelor degree of engineering from the University of Sussex in 1995.

As at the Latest Practicable Date, Mr. Mak was not interested in any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Mr. Mak has entered into an appointment letter with the Company for a term of one year commencing from 4 July 2019, which may be terminated by either party thereto by giving to the other three months' prior notice in writing and is subject to retirement by rotation in accordance with the Articles. Mr. Mak is entitled to a director's fee of about HK\$164,000 per annum, which is determined by the Board with reference to his qualification, experience and responsibilities to be undertaken.

Save as disclosed above, Mr. Mak did not hold any other positions with the Group, and did not hold other directorship in listed public companies during the last three years. He did not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company as at the Latest Practicable Date.

Mr. Mak has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. The Board is satisfied that Mr. Mak meets the independence guidelines set out in Rule 3.13 of the Listing Rules and he is independent.

Save as disclosed above, Mr. Mak confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rule 13.51(2) of the Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Mak.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Repurchase Mandate for your consideration.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

(b) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of the proposed resolution granting the Repurchase Mandate.

As at the Latest Practicable Date, the Company had 367,380,000 Shares in issue. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would result in up to 36,738,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution granting the Repurchase Mandate or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

(c) Reason for repurchase

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

(d) Funding of repurchase

In repurchasing shares, a company may only apply funds legally available for such purpose in accordance with its constitutive documents and the laws of the jurisdiction in which the company was incorporated.

As compared with the financial position of the Company as at 31 March 2019 (being date of its latest audited accounts), the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate was to be exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

(e) Connected parties

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

(f) Undertaking by Directors

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

(g) Takeovers Code

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholder (as defined in the Listing Rules), together with their parties acting in concert and their respective associates, were beneficially interested in 246,168,000 Shares representing approximately 67.01% of the issued shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the interests of the substantial Shareholder, together with their respective associates, in the Company would be increased to approximately 74.45% of the issued shares, which will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in the amount of Shares held by the public being reduced to less than 25% of the total issued shares of the Company nor to an extent as would result in an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

2. SHARE REPURCHASE AND MARKET PRICES

During the six months preceding the Latest Practicable Date, no Shares have been repurchased or redeemed by the Company.

During each of the previous 12 months, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

Month	Per Share	
	Highest (HK\$)	Lowest (HK\$)
2018		
July	1.51	1.34
August	1.50	1.31
September	1.38	1.29
October	1.31	1.21
November	1.39	1.22
December	1.31	1.25
2019		
January	1.31	1.16
February	1.38	1.25
March	1.35	1.30
April	1.38	1.24
May	1.38	1.20
June	1.27	1.16
July (up to Latest Practicable Date)	1.26	1.20

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Bauhaus International (Holdings) Limited

包浩斯國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 483)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Bauhaus International (Holdings) Limited (the “**Company**”) will be held at Room 501, Sino Industrial Plaza, 9 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 28 August 2019 at 3:00 p.m. to consider and, if thought fit, transact the following business:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2019 and the reports of the directors of the Company (the “**Director**”) and auditors of the Company for the year ended 31 March 2019.
2. To declare a final dividend for the year ended 31 March 2019.
3.
 - A. To re-elect Mr. Mak Wing Kit as a Director.
 - B. To re-elect Mr. Mak Siu Yan as a Director.
 - C. To authorise the board of Directors to fix the remuneration of the Directors.
4. To re-appoint the Company’s auditor and to authorise the board of Directors to fix its remuneration.

SPECIAL BUSINESS

5. To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- A. “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power 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) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined below); (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the 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
- (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 articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company or any class of the Company thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the issued shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited, and that the exercise by the Directors of all the powers of the Company to repurchase such shares, subject to and in accordance with all applicable laws or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the number of shares of the Company in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) above 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 articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon the passing of Resolutions no. 5A and 5B as set out in the notice convening the meeting of which this resolution forms part, the aggregate number of shares of the Company which are repurchased by the Company pursuant to and in accordance with the said Resolution no. 5B shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with Resolution no. 5A as set out in the notice convening the meeting of which this resolution forms part.”

By Order of the Board
Li Kin Cheong
Company Secretary

Hong Kong, 19 July 2019

As at the date of this notice, the executive Directors are Mr. Wong Yui Lam, Madam Lee Yuk Ming and Mr. Yeung Yat Hang; the independent non-executive Directors are Mr. Chu To Ki, Mr. Mak Wing Kit and Mr. Mak Siu Yan.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy must be lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, 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, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
6. The register of members of the Company will be closed from Thursday, 22 August 2019 to Wednesday, 28 August 2019, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for voting at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m., on Wednesday, 21 August 2019.
7. The register of members of the Company will be closed from Friday, 6 September 2019 to Tuesday, 10 September 2019, both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement of shareholders to receive final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m., on Thursday, 5 September 2019.