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

If you have sold or transferred all your shares in PT International Development Corporation Limited (the “Company”), you should at once hand this circular, together with the enclosed 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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PT INTERNATIONAL DEVELOPMENT CORPORATION LIMITED

保 德 國 際 發 展 企 業 有 限 公 司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 372)

**(1) RE-ELECTION OF RETIRING DIRECTORS,
(2) GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
(3) ADOPTION OF SHARE OPTION SCHEME,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meaning as those defined in the section headed “Definitions” in this circular.

A notice convening the AGM of the Company to be held at Room 1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 20th August, 2021 at 10:30 a.m. is set out on pages 30 to 35 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are advised to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of 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 should you subsequently so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, precautionary measures will be implemented at the AGM, including:

- (1) Compulsory body temperature screening/checks
- (2) Wearing of surgical face mask for each attendee
- (3) No provision of refreshments, drinks or souvenirs

Attendees who do not comply with the precautionary measures may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

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DEFINITIONS

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

“Adoption Date”	the date on which the Shareholders approve the adoption of the Share Option Scheme in accordance with the resolution of the Shareholders at the AGM
“AGM”	annual general meeting of the Company to be held at Room 1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 20th August, 2021 at 10:30 a.m. or any adjournment thereof
“AGM Notice”	notice convening the AGM which is set out on pages 30 to 35 of this circular
“Board”	Board of Directors of the Company
“Bye-laws”	the bye-laws of the Company, as amended, modified or supplemented from time to time
“Close Associate(s)”	as the meaning ascribed to this term under the Listing Rules
“Company”	PT International Development Corporation Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 372)
“connected person(s)”	shall have the same meaning ascribed thereto under the Listing Rules
“controlling Shareholder(s)”	shall have the same meaning ascribed to “controlling shareholder(s)” under the Listing Rules
“core connected person(s)”	shall have the same meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Eligible Participant”	at the time when an Option is granted, any person who is: (a) any employee (whether full time or part time, including Directors) of the Company or any subsidiary or any Invested Entity; (b) any supplier of goods or services to any member of the Group or any Invested Entity;

DEFINITIONS

- (c) any customer of any member of the Group or any Invested Entity;
- (d) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (e) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (f) any adviser (professional or otherwise), consultant, individual or entity who in the opinion of the Directors has contributed or will contribute to the growth and development of the Group; and
- (g) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group

“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Grantee”	a person holding an Option being an Eligible Participant who accepts the offer of the grant of an Option in accordance with the Share Option Scheme
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Invested Entity”	any entity in which any member of the Group holds any equity interest
“Issue Mandate”	proposed general mandate to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of the approval of such mandate
“Latest Practicable Date”	14th July, 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Committee”	shall have the same meaning ascribed to it in the Listing Rules
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Offer Date”	the date on which an Option is granted to an Eligible Participant by the Company
“Option”	an option to subscribe for Shares granted pursuant to this Share Option Scheme
“Option Period”	in respect of any particular Option, such period as the Board may in its absolute discretion determine, save that such period shall not exceed ten (10) years from the Offer Date and the Board may impose restrictions on the exercise of an Option during the period an Option may be exercised
“PRC”	People’s Republic of China
“Previous Share Option Scheme”	the share option scheme of the Company adopted on 19th August, 2011
“Repurchase Mandate”	proposed general mandate to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of approval of such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, modified or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	means the share option scheme to be adopted in the AGM, in its present form or as may be amended from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholder(s)”	shall have the same meaning ascribed to “substantial shareholder(s)” under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



PT INTERNATIONAL DEVELOPMENT CORPORATION LIMITED

保 德 國 際 發 展 企 業 有 限 公 司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 372)

Executive Directors:

Mr. Ching Man Chun, Louis
(Chairman and Managing Director)
Ms. Xu Wei
Mr. Yeung Kim Ting
Mr. Heinrich Grabner

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. Yam Kwong Chun
Mr. Wong Yee Shuen, Wilson
Mr. Lam Yik Tung

Principal Place of Business in Hong Kong:

Suites 3412–3413
34/F., China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

20th July, 2021

To the Shareholders,

Dear Sir or Madam,

**(1) RE-ELECTION OF RETIRING DIRECTORS,
(2) GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
(3) ADOPTION OF THE SHARE OPTION SCHEME,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with notice of the AGM and information in connection with, among other things, proposals to (i) the re-election of retiring Directors, (ii) the grant to the Directors the General Mandates to issue Shares and to repurchase Shares and to grant an extension thereof and (iii) adoption of the Share Option Scheme.

* For identification purposes only

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 98(A) of the Bye-laws, 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 at least once every three years at the AGM. A retiring Director shall be eligible for re-election.

The Nomination Committee of the Company, when recommending candidates including proposing independent non-executive directors, for re-election as a member of the Board at the AGM, has considered the candidates' commitments to their respective roles and functions and a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. Accordingly, the Nomination Committee has proposed three directors, Mr. Ching Man Chun, Louis, Ms. Xu Wei and Mr. Yeung Kim Ting, who will retire from their offices by rotation at the AGM and being eligible, to be re-elected at the AGM. Having considered the recommendation of the Nomination Committee and with due regard for the benefits of diversity, the Board is satisfied that each of the proposed Directors has contributed effectively to the operation of the Board in the past year and believes that the re-election of such proposed Directors will allow the Board to continuously benefit from the sharing of their invaluable experience, contribution and participation.

Brief biographical and other details of the said retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 17th August, 2020, general mandates were granted to the Directors authorising them, *inter alia*, (a) to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares as at 17th August, 2020; (b) to repurchase Shares not exceeding 10% of the total number of the issued Shares as at 17th August, 2020; and (c) to extend the general mandate to issue Shares by adding to it the aggregate number of issued Shares purchased under the repurchase mandate mentioned in (b) above. Such general mandates will expire at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates authorising them, *inter alia*, (i) to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of such resolution; (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the passing of such resolution; and (iii) subject to the passing of the ordinary resolutions to approve the General Mandates at the AGM, to extend the Issue Mandate by adding to it the aggregate number of issued Shares purchased under the Repurchase Mandate.

As at the Latest Practicable Date, there were 2,018,282,827 Shares in issue. Subject to the passing of the ordinary resolutions to approve the General Mandates at the AGM and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 403,656,565 Shares under the Issue Mandate and to repurchase up to a maximum of 201,828,282 Shares under the Repurchase Mandate.

LETTER FROM THE BOARD

The Directors believe that it is in the interests of the Company and the Shareholders as a whole if the General Mandates are granted at the AGM. The Issue Mandate will provide the Directors with flexibility to issue new Shares especially in the context of a fund-raising exercise in a timely manner or a transaction involving an acquisition by the Group where Shares are to be issued as a consideration and which has to be completed speedily.

As at the Latest Practicable Date, the Directors had no present intention to exercise the Issue Mandate to allot, issue and deal with Shares and to exercise the Repurchase Mandate to repurchase Shares. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. Considering the rapid changes in market conditions, the Repurchase Mandate can provide flexibility to the Directors to enhance the net asset value of the Company and/or its earnings per Share by repurchasing shares.

The General Mandates, if approved by the Shareholders at the AGM, will continue 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 or any applicable law of Bermuda to be held; and
- (iii) the revocation or variation of such authority by the Shareholders in general meeting of the Company.

An explanatory statement providing all the information required under the Listing Rules regarding the Repurchase Mandate is set out in Appendix II to this circular.

4. ADOPTION OF THE SHARE OPTION SCHEME

On 20th July, 2021, the Board has resolved to propose the adoption of a Share Option Scheme for the approval by the Shareholders.

The purpose of the Share Option Scheme is to recognise and acknowledge the contributions to those who had made, may have made or will make contributions to the Group. The Share Option Scheme will provide those who are eligible an opportunity to have a personal stake in the Company with the view to achieving the following objectives: (i) motivate them to optimize their performance efficiency for the benefit of the Group; and (ii) attract and retain or otherwise maintain an ongoing business relationship with those whose contributions are or will be beneficial to the long-term growth of the Group.

The Share Option Scheme will constitute a share option scheme under Chapter 17 of the Listing Rules.

As at the Latest Practicable Date, the number of shares in issue was 2,018,282,827. On the basis of such figure (assuming no further Shares are issued between the period from the Latest Practicable Date and the date of AGM), the number of Shares that may be issued upon exercise of all Options which may be granted under the Share Option Scheme and to be granted under any other share option schemes will be 201,828,282 Shares, being 10% of the issued ordinary share capital of the Company as at the date of this circular.

LETTER FROM THE BOARD

The Previous Share Option Scheme

The Previous Share Option Scheme, which was adopted on 19th August, 2011 will expire on 18th August, 2021. The Company therefore would not be able to grant any new options under the Previous Share Option Scheme. As at the Latest Practicable Date, the Company does not have any outstanding options under the Previous Share Option Scheme and therefore the total number of outstanding options and the number of options to be granted under the Share Option Scheme would not exceed 30% of the Company's issued share capital from time to time. The operative terms and conditions of the Share Option Scheme are substantially the same as those of the Previous Share Option Scheme.

Conditions Precedents of the Share Option Scheme

The adoption of the Share Option Scheme is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in such number of Shares representing 10% of the number of the issued shares as at the date of the AGM to be allotted and issued by the Company pursuant to the exercise of Options in accordance with the terms and conditions of the Share Option Scheme; and
- (ii) the passing of the ordinary resolution for adoption of the Share Option Scheme at the AGM.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of the Options under the Share Option Scheme.

Value of the Option

Pursuant to the Listing Rules, the Directors are encouraged to state the value of all Options that can be granted under the Share Option Scheme as if they had been granted on the Latest Practicable Date in this circular.

The Directors consider that it is not appropriate to state the value of all Options that can be granted under the Share Option Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the value the Options have not been determined. Such variables include but are not limited to the exercise price, exercise period, any lock up period, any performance targets set and other variables. The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful to the Shareholders.

LETTER FROM THE BOARD

Principal Terms of the Share Option Scheme

A summary of the terms and conditions of the Share Option Scheme is set out in Appendix to this circular.

The Share Option Scheme does not specify a minimum period for which an Option must be held nor a performance target which must be achieved before an Option can be exercised. However, the rules of the Share Option Scheme provide that the Board may determine, at its sole discretion, such term(s) on the grant of an Option. The basis for determination of the exercise price is also specified in the rules of the Share Option Scheme. The Board believes that this will provide the Board with more flexibility in imposing appropriate conditions in light of the circumstances of each grant and help facilitate the achievement of the purpose of the Share Option Scheme, which is to provide incentives and rewards to the Eligible Participants for their contribution to the Group.

The Company has not and does not intend to appoint any trustee for the Share Option Scheme. As such, there will be no Director who will be the trustee of the Share Option Scheme or will have a direct or indirect interest of such trustee.

The Company may however obtain approval from its Shareholders to refresh the said 10% limit in accordance with the Listing Rules, provided that the maximum number of Shares to be issued upon exercise of all outstanding Options under the Share Option Scheme and any other share option schemes must not exceed 30% of the issued ordinary share capital of the Company from time to time.

Copy of the Share Option Scheme is available for inspection at the principal place of business of the Company in Hong Kong during normal business hours from the date of this circular up to and including the date of the AGM and at the AGM. For further details of the terms and conditions of the Share Option Schemes, please refer to Appendix III to this circular.

Eligible Participants under the Share Option Scheme

The Share Option Scheme intends to cover Eligible Participants. The Company considers that it is necessary to ensure the scope of participants under the Share Option Scheme is wide enough to cover those individuals and entities, which are able to contribute to the Group but fall outside the traditional employer-and-employee relationship, and allow the Company to have flexibility to incentivise and reward to these parties as the Company considers commercially appropriate.

In the event that any of the shareholders of any member of the Group is able contribute to the Group by being a long-term strategic investor or partner of the Group or by introducing potential business opportunities to the Group, the Share Option Scheme could align the interest of the Group and these external parties and incentivises the participation and involvement in promoting the business of the Group.

LETTER FROM THE BOARD

The Group's operations from time to time rely heavily on a number of external advisers, consultants, distributors, suppliers, agents, customers, joint venture partners, service providers to the Group. The Share Option Scheme could reward them for their contribution to the Group and their loyalty in having a sustainable business relationship with the Group.

The Board will consider the merits of each grant on a case-by-case basis and the scope of Eligible Participants as set out in the Share Option Scheme allows the flexibility for the Board to exercise their discretion in case these individuals or entities made or will make significant contributions to or have an important role in the growth of the Group as a whole.

When considering the grant of Options to an Eligible Participant who is not an employee or a director of the Group, the Board will carefully consider and assess the contribution or potential contribution of such Eligible Participant and may set a more restrictive vesting period or vesting conditions such as quantifiable key performance indicators to ensure that the grant of Options to such Eligible Participant will be beneficial to the Group. In particular, the Board will assess the following factors when considering granting the Options to an Eligible Participant who is not an employee or a director of the Group:

- (i) the Eligible Participant's actual or potential contribution to the business affairs of and benefits to the Group or the Invested Entity, with regard to the volume or importance of services or goods provided or supplied or expected to be provided or supplied by such Eligible Persons to the Group or the Invested Entity, and the actual or expected contributions to the Group's or any Invested Entity's revenue or profits, which is or may be attributable to the provision or supply of such services or goods;
- (ii) the actual or potential degree of involvement in or cooperation with the Group or any Invested Entity with regard to the number, scale and nature of the projects, as well as the period of engagement, cooperation or business relationship with the Group or any Invested Entity; and
- (iii) whether the Eligible Participant is regarded as a valuable human resource of the Group or any Invested Entity based on his or her work experience, professional qualifications, knowledge in the industry or other relevant factors, such as technical know-how, market competitiveness or external business connections.

The Board considers that including a person or a party who is not an employee or a director of the Group as an Eligible Participant will offer the Board with additional flexibility to impose performance targets and other conditions that have to be achieved before the Options can be exercised, which will place the Group in a better position to attract and incentivise such Eligible Participant who is not an employee or a director of the Group to contribute to the growth and development of the Group as a whole.

Based on the above, the Board considers that the inclusion of these persons other than the employees and directors of the Group is appropriate and in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has no any plan or intention to grant any Options under the Share Option Scheme. For further details of the terms and conditions of the Share Option Scheme, please refer to Appendix III to this circular.

5. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 30 to 35 of this circular at which resolutions will be proposed to approve, *inter alia*, the re-election of retiring Directors, the granting of the General Mandates, the extension of the Issue Mandate by adding to it the aggregate number of issued Shares purchased under the Repurchase Mandate.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will put all the resolutions set out in the notice of the AGM to be voted by way of poll pursuant to bye-law 79 of the Bye-laws.

A form of proxy for use by the Shareholders at the AGM is enclosed. Whether or not you intend to attend and vote at the AGM, you are advised to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of 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 should you subsequently so wish.

In order to be eligible to attend and vote at the AGM, all unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 16th August, 2021. The register of members will be closed from Tuesday, 17th August, 2021 to Friday, 20th August, 2021, both days inclusive.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting at the AGM pursuant to the Listing Rules and/or the Bye-laws.

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 enquires, 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.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, the granting of the General Mandates, the extension of the Issue Mandate by adding to it the aggregate number of issued Shares purchased under the Repurchase Mandate and adoption of the Share Option Scheme are all in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

Yours faithfully,

On behalf of the Board

PT International Development Corporation Limited

Ching Man Chun, Louis

Chairman and Managing Director

The biographical and other details of the retiring Directors standing for re-election at the AGM are set out below:

(1) MR. CHING MAN CHUN, LOUIS (“MR. CHING”)

Chairman and Managing Director

Mr. Ching, aged 42, joined the Company as an Executive Director in June 2017 and is also a director of various subsidiaries of the Company. Mr. Ching was subsequently appointed as the Chairman of the Board of Directors and Managing Director of the Company in September 2017. Mr. Ching holds a Bachelor of Arts degree in Economics from Boston University in the United States of America. He has extensive experience in commodity trading and business development in the PRC and other countries in Asia and Africa. Mr. Ching is now a non-executive director and deputy president of STX Corporation, the securities of which are listed on the Korea Stock Exchange (stock code: 011810.KS).

Save as disclosed above, (i) Mr. Ching has not held any other directorships in other public listed companies in Hong Kong or overseas in the three years preceding the Latest Practicable Date; and (ii) Mr. Ching does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Ching has entered into a service contract and a letter of appointment with the Group. According to the service contract and the letter of appointment, he is not appointed for any specific length or proposed length of service and his term of service shall continue unless and until terminated by either party giving to the other party three months' prior notice or payment in lieu of notice. Mr. Ching is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company and in accordance with the Bye-laws. He is entitled to receive (a) a director's fee, currently being HK\$10,000 per annum, as determined by the Board or its delegated committee pursuant to the authority given by the Shareholders at the Company's general meetings; (b) a salary, currently being HK\$4,940,000 per annum and (c) a discretionary bonus or other benefits which are based on the performance of the Group and of Mr. Ching, as determined by the Board or its delegated committee with reference to the prevailing market conditions.

As at the Latest Practicable Date, Mr. Ching is interested in 588,000,000 Shares held through himself and Champion Choice Holdings Limited, representing approximately 29.13% of the issued share capital of the Company. Mr. Ching is a director and shareholder of Champion Choice Holdings Limited. Save as disclosed above, Mr. Ching does not have any interest in any shares or, underlying shares or debenture of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ching has confirmed that there is no other matter in connection with his re-election that need to be brought to the attention of the Shareholders, nor other information which is required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules.

(2) MS. XU WEI (“MS. XU”)**Executive Director**

Ms. Xu, aged 51, joined the Group as financial controller in June 2017 and the Company as an Executive Director in August 2017 and is also a director of various subsidiaries of the Company. Ms. Xu holds a Bachelor of Economics degree majoring in Accounting from Xiamen University in the PRC. Ms. Xu is a fellow member of the Institute of Public Accountants in Australia and has extensive experience in finance and accounting.

Save as disclosed above, (i) Ms. Xu has not held any other directorships in other public listed companies in Hong Kong or overseas in the three years preceding the Latest Practicable Date; and (ii) Ms. Xu does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Ms. Xu has entered into a service contract and a letter of appointment with the Group. According to the service contract and the letter of appointment, she is not appointed for any specific length or proposed length of service and his term of service shall continue unless and until terminated by either party giving to the other party two months' prior notice or payment in lieu of notice. Ms. Xu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company and in accordance with the Bye-laws. She is entitled to receive (a) a director's fee, currently being HK\$10,000 per annum, as determined by the Board or its delegated committee pursuant to the authority given by the Shareholders at the Company's general meetings; (b) a salary, currently being HK\$910,000 per annum; and (c) a discretionary bonus or other benefits which are based on the performance of the Group and of Ms. Xu, as determined by the Board or its delegated committee with reference to the prevailing market conditions.

As at the Latest Practicable Date, Ms. Xu does not have any interest in any shares or, underlying shares or debenture of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Xu has confirmed that there is no other matter in connection with his re-election that need to be brought to the attention of the Shareholders, nor other information which is required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules.

(3) MR. YEUNG KIM TING (“MR. YEUNG”)**Executive Director**

Mr. Yeung, aged 55, was first appointed as an Independent Non-executive Director in August 2017 and is subsequently re-designated as an Executive Director of the Company in July 2019 and is also a director of various subsidiaries of the Company. Mr. Yeung has been a Chairman of the Audit Committee, a member of Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company prior to the re-designation. Mr. Yeung holds a Bachelor of Arts (Honours) degree majoring in Accounting from the University of Ulster in Northern Ireland of the United Kingdom. Mr. Yeung is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He has approximately 30 years of experience in accounting, auditing, merger and acquisition, business development, financial and general management. Mr. Yeung worked at PricewaterhouseCoopers Hong Kong and Shenzhen from 1991 to 2007. From 2007 onwards, he served as chief financial officer or director in different companies including listed company in the US and Hong Kong.

Save as disclosed above, (i) Mr. Yeung has not held any other directorships in other public listed companies in Hong Kong or overseas in the three years preceding the Latest Practicable Date; and (ii) Mr. Yeung does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Yeung has entered into a service contract and a letter of appointment with the Group. According to the service contract and the letter of appointment, he is not appointed for any specific length or proposed length of service and his term of service shall continue unless and until terminated by either party giving to the other party two months' prior notice or payment in lieu of notice. Mr. Yeung is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company and in accordance with the Bye-laws. He is entitled to receive (a) a director's fee, currently being HK\$10,000 per annum, as determined by the Board or its delegated committee pursuant to the authority given by the Shareholders at the Company's general meetings; (b) a salary, currently being HK\$1,800,000 per annum; and (c) a discretionary bonus or other benefits which are based on the performance of the Group and of Mr. Yeung, as determined by the Board or its delegated committee with reference to the prevailing market conditions.

As at the Latest Practicable Date, Mr. Yeung does not have any interest in any shares or, underlying shares or debenture of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yeung has confirmed that there is no other matter in connection with his re-election that need to be brought to the attention of the Shareholders, nor other information which is required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This is an explanatory statement given to the Shareholders relating to the proposed ordinary resolution approving the Repurchase Mandate by the Shareholders at the AGM.

This explanatory statement contains a summary of the information required pursuant to Rule 10.06 of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company comprised 102,800,000,000 Shares, of which a total of 2,018,282,827 Shares were issued and fully paid.

Assuming no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, there will be 2,018,282,827 Shares in issue on the date of the AGM, and the exercise in full of the Repurchase Mandate would result in up to a maximum of 201,828,282 Shares, representing 10% of the total number of issued Share as at the date of the passing of such resolution, under the Repurchase Mandate.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

The repurchase of Shares shall be made with funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda. Under Bermuda law, repurchases may only be effected out of the capital paid up on the repurchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased. It is envisaged that the funds required for any repurchase of Shares pursuant to the exercise of the Repurchase Mandate would be derived from such sources.

As compared to the financial position of the Company as at 31st March, 2021 (being the date to which the Company's latest audited financial statements have been made up), the Directors consider that the repurchases of securities will have no material adverse impact on the working capital and the gearing position of the Company in the event that the Repurchase Mandate are to be exercised in full 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 or the gearing levels of the Company, which in the opinion of the Directors, are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

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

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise), in the six months preceding the Latest Practicable Date.

7. EFFECTS OF THE TAKEOVERS CODE

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

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Capacity/ Nature of interest	Number of Shares held/ interested	Approximate % of interest	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Mr. Ching Man Chun, Louis (“ Mr. Ching ”)	Beneficial owner	100,000,000	4.95%	5.51%
	Interest of controlled corporation	488,000,000 <i>(Note)</i>	24.18%	26.87%
Champion Choice Holdings Limited (“ Champion Choice ”)	Beneficial owner	488,000,000 <i>(Note)</i>	24.18%	26.87%

Note:

Champion Choice is the registered holder of 488,000,000 shares of the Company. Mr. Ching, a director of the Company is also a director of Champion Choice, who owns the entire issued share capital of Champion Choice. Accordingly, Mr. Ching is deemed to be interested in 488,000,000 shares of the Company directly held by Champion Choice under the SFO.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the percentages as set out opposite their respective names in the table above.

On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, Mr. Ching and parties acting in concert with him will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code as his shareholding percentage would increase to more than 30% of the voting rights of the Company.

The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would trigger a mandatory offer under Rule 26 of the Takeovers Code, or would result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage as required by the Stock Exchange, which is 25% of the total issued Shares of the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

8. PRICES OF THE SHARES

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

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
July	0.315	0.270
August	0.280	0.270
September	0.280	0.250
October	0.280	0.250
November	0.250	0.228
December	0.228	0.195
2021		
January	0.234	0.195
February	0.243	0.206
March	0.375	0.240
April	0.425	0.385
May	0.400	0.370
June	0.375	0.315
July (up to and including the Latest Practicable Date)	0.360	0.310

The following is a summary of the principal terms of the Share Option Scheme:

(A) PURPOSE OF THE SHARE OPTION SCHEME

The purpose of the Share Option Scheme is to enable the Group to grant options to the Eligible Participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or any entity in which any member of the Group holds any equity interest (the “**Invested Entity**”). As at the Latest Practicable Date, there was no Invested Entity other than members of the Group, and the Group has not identified any potential Invested Entity for investment.

(B) WHO MAY JOIN

The Directors shall, in accordance with the provisions of the Share Option Scheme and the Listing Rules, be entitled but shall not be bound at any time within a period of 10 years commencing from the date of the adoption of the Share Option Scheme to make an offer to any person belonging to the following classes:

- (i) any employee (whether full time or part time, including the Directors (including any non-executive Director and independent non-executive Director)) of the Company, any of the subsidiaries (within the meaning of Companies Ordinance) or any Invested Entity (an “**eligible employee**”);
- (ii) any supplier of goods or services to any member of the Group or any Invested Entity;
- (iii) any customer of any member of the Group or any Invested Entity;
- (iv) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (v) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (vi) any adviser (professional or otherwise), consultant, individual or entity who in the opinion of the Directors has contributed or will contribute to the growth and development of the Group;
and
- (vii) any other groups or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group,

and, for the purpose of the Share Option Scheme, the offer for the grant of an option may be made to any company wholly-owned by one or more Eligible Participants.

For the avoidance of doubt, the grant of any options by the Company for the subscription of Shares or other securities of the Group to any person who falls within any of the above classes of Eligible Participants shall not, by itself, unless the Directors otherwise determine, be construed as a grant of option under the Share Option Scheme.

The eligibility of any of the Eligible Participants to an offer under the Share Option Scheme shall be determined by the Directors from time to time on the basis of the Directors' opinion as to such Eligible Participant's contribution to the development and growth of the Group.

(C) MAXIMUM NUMBER OF SHARES

- (i) The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Group shall not exceed 30% of the share capital of the Company in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes adopted by the Group if the grant of such options will result in the limit referred herein being exceeded.
- (ii) The total number of Shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option schemes of the Group) to be granted under the Share Option Scheme and any other share option schemes of the Group shall not in aggregate exceed 10% of the share capital of the Company in issue as at the date on which resolution for approving and adopting the Share Option Scheme is passed by the Shareholders at the AGM ("**General Scheme Limit**"). Assuming that there is no change in the number of the issued Shares from the Latest Practicable Date up to the date of the AGM, the General Scheme Limit shall be 201,828,282 Shares.
- (iii) Subject to (i) above and without prejudice to (iv) below, the Company may seek approval of the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group shall not exceed 10% of the share capital of the Company in issue as at the date of approval of the limit and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Group) previously granted under the Share Option Scheme and any other share option schemes of the Group will not be counted.
- (iv) Subject to (i) above and without prejudice to (iii) above, the Company may seek separate Shareholders' approval in general meeting to grant options under the Share Option Scheme beyond the General Scheme Limit or, if applicable, the extended limit referred to in (iii) above to Eligible Participants specifically identified by the Company before such approval is sought.

(D) MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

Subject to (E) below, the total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Group (including both exercised or outstanding options) to each Eligible Participant who accepts the offer for the grant of an option under the Share Option Scheme (a “grantee”) in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Where any further grant of options under the Share Option Scheme to a grantee would result in the Shares issued and to be issued upon exercise of all options granted and proposed to be granted to such person (including exercised, cancelled and outstanding options) under the Share Option Scheme and any other share option schemes of the Group in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the share capital of the Company in issue, such further grant shall be separately approved by the Shareholders in general meeting with such grantee and his close associates (or his associates if the participant is a connected person) abstaining from voting.

(E) GRANT OF OPTIONS TO CORE CONNECTED PERSONS

- (i) Without prejudice to (ii) below, the making of an offer under the Share Option Scheme to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates shall be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed grantee of an option under the Share Option Scheme).
- (ii) Without prejudice to (i) above, where any grant of options under the Share Option Scheme to a substantial shareholder or an independent non-executive Director or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options under the Share Option Scheme already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
 - (a) representing in aggregate over 0.1% of the share capital of the Company in issue; and
 - (b) having an aggregate value, based on the closing price of the Shares at the Offer Date of each offer, in excess of HK\$5 million;

such further grant of options shall be approved by the Shareholders in general meeting. The proposed grantee, his associates and all core connected persons of the Company shall abstain from voting in favour at such general meeting.

For the purpose of seeking the approval of the Shareholders under paragraphs (C), (D) and (E) above, the Company shall send a circular to the Shareholders containing the information required under the Listing Rules and where the Listing Rules shall so require, the vote at the Shareholders' meeting convened to obtain the requisite approval shall be taken on a poll with the grantee, his/her associates and all core connected persons of the Company required under the Listing Rules abstaining from voting. However, the persons who are required to abstain from voting at the general meeting pursuant to Rule 17.04(1) of the Listing Rules may vote against the resolution at the general meeting provided that their intention to do so has been stated in the relevant circular to Shareholders according to Rule 13.40 of the Listing Rules.

(F) TIME OF ACCEPTANCE AND EXERCISE OF AN OPTION

An offer under the Share Option Scheme shall remain open for acceptance by the Eligible Participant concerned (and by no other person) for a period of up to 21 days from the date, which shall be a Business Day, on which the offer is made to the Eligible Participant.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to the grantee thereof, and in the absence of such determination, from the date of acceptance of the offer of such option to the earlier of (i) the date on which such option lapses under the relevant provisions of the Share Option Scheme; and (ii) the date falling 10 years from the Offer Date of that option.

An offer shall have been accepted by an Eligible Participant in respect of all Shares which are offered to such Eligible Participant when the duplicate letter comprising acceptance of the offer duly signed by the Eligible Participant together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company within such time as may be specified in the offer (which shall not be later than 21 days from the Offer Date). Such remittance shall in no circumstances be refundable.

Any offer may be accepted by an Eligible Participant in respect of less than the number of Shares which are offered provided that it is accepted in respect of a board lot for dealings in the Shares on Main Board or an integral multiple thereof and such number is clearly stated in the duplicate letter comprising acceptance of the offer duly signed by such Eligible Participant and received by the Company together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof within such time as may be specified in the offer (which shall not be later than 21 days from the Offer Date). Such remittance shall in no circumstances be refundable.

(G) PERFORMANCE TARGETS

Unless otherwise determined by the Directors and stated in the offer to a grantee, a grantee is not required to hold an option for any minimum period nor achieve any performance targets before the exercise of an option granted to him.

(H) EXERCISE PRICE FOR SUBSCRIPTION OF SHARES

The exercise price in respect of any option shall, subject to any adjustments made pursuant to paragraph (T) below, be at the discretion of the Directors, provided that it shall not be less than the highest of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the Shares on the Offer Date, which must be a Business Day;
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the Offer Date; and
- (iii) the nominal value of a Share.

(I) RANKING OF SHARES

Shares to be allotted and issued upon the exercise of an option will be subject to all the provisions of the Bye-laws for the time being in force and will rank *pari passu* in all respects with the then existing fully paid Shares in issue on the date on which the option is duly exercised or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members (the "**Exercise Date**") and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A Share allotted and issued upon the exercise of an option shall not carry voting rights until the name of the grantee has been duly entered on the register of members of the Company as the holder thereof.

(J) RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

For so long as the Shares are listed on the Stock Exchange, an offer may not be made after inside information has come to the Company's knowledge until we have announced the information. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarter-year period or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to announce the results for any year, half-year or quarter-year period under the Listing Rules or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, no offer for the grant of an option may be made.

The Directors may not make any offer to an Eligible Participant who is a Director during the periods or times in which the Directors are prohibited from dealing in Shares under such circumstances as prescribed by the Listing Rules or any corresponding codes or securities dealing restrictions adopted by the Company.

(K) PERIOD OF THE SHARE OPTION SCHEME

The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme is adopted.

(L) RIGHTS OF CEASING EMPLOYMENT

If the grantee is an eligible employee and in the event of his ceasing to be an eligible employee for any reason other than his death, ill-health or retirement in accordance with his contract of employment or the termination of his employment on one or more of the grounds specified in paragraph (N) below before exercising the option in full, the option (to the extent not already exercised) shall lapse on the date of cessation or termination and not be exercisable unless the Directors otherwise determine in which event the grantee may exercise the option (to the extent not already exercised) in whole or in part within such period as the Directors may determine following the date of such cessation or termination. The date of cessation or termination as aforesaid shall be the last day on which the grantee was actually at work with the Company or the relevant subsidiary or the Invested Entity whether salary is paid in lieu of notice or not.

(M) RIGHTS ON DEATH, ILL-HEALTH OR RETIREMENT

If the grantee is an eligible employee and in the event of his ceasing to be an eligible employee by reason of his death, ill-health or retirement in accordance with his contract of employment before exercising the option in full, his personal representative(s) or, as appropriate, the grantee may exercise the option (to the extent not already exercised) in whole or in part within a period of 12 months following the date of cessation of employment which date shall be the last day on which the grantee was at work with the Company or the relevant subsidiary or the Invested Entity whether salary is paid in lieu of notice or not.

(N) RIGHTS ON DISMISSAL

In respect of a grantee who is an eligible employee, the date on which the grantee ceases to be an eligible employee by reason of termination of his employment on the grounds that he has been guilty of persistent or serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the grantee or the Group into disrepute), such option (to the extent not already exercised) shall lapse automatically and shall not in any event be exercisable on or after the date of cessation to be an eligible employee.

(O) RIGHTS ON BREACH OF CONTRACTS

In respect of a grantee other than an eligible employee, the date on which the Directors shall at their absolute discretion determine that (aa) such grantee has committed any breach of any contract entered into between such grantee on one part and the Group or any Invested Entity on the other part; or (bb) such grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally; or (cc) such grantee could no longer make any contribution to the growth and development of the Group by reason of the cession of its relation with the Group or by any other reason whatsoever, such option shall lapse as a result of any event specified in sub-paragraphs (aa) to (cc) above.

(P) RIGHTS ON TAKEOVER

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of the Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the options granted to them, the Shareholders. If such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders, the grantee shall, notwithstanding any other terms on which his option was granted, be entitled to exercise the option (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to the Company in exercise of his option at any time thereafter and up to the close of such offer (or any revised offer) or the record date for entitlements under scheme of arrangement, as the case may be. Subject to the above, an option shall lapse automatically (to the extent not already exercised) on the date on which such offer (or, as the case may be, revised offer) closes.

(Q) RIGHTS ON WINDING UP

In the event of a resolution being proposed for the voluntary winding-up of the Company during the option period, the grantee may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time not less than two Business Days before the date on which such resolution is to be considered and/or passed, exercise his option (to the extent not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the Share Option Scheme and the Company shall allot and issue to the grantee the Shares in respect of which such grantee has exercised his option not less than one Business Day before the date on which such resolution is to be considered and/or passed whereupon he shall accordingly be entitled, in respect of the Shares allotted and issued to him in the aforesaid manner, to participate in the distribution of the assets of the Company available in liquidation pari passu with the holders of the Shares in issue on the day prior to the date of such resolution. Subject thereto, all options then outstanding shall lapse and determine on the commencement of the winding-up of the Company.

(R) RIGHTS ON COMPROMISE OR ARRANGEMENT BETWEEN THE COMPANY AND ITS MEMBERS OR CREDITORS

In the event of a compromise or arrangement between the Company and the members or creditors in connection with a scheme for the reconstruction or amalgamation with any other companies pursuant to the laws of the jurisdiction in which the Company was incorporated, we shall give notice thereof to all grantees on the same date as we give notice of the meeting to the Shareholders or creditors to consider such a scheme or arrangement, and thereupon any grantee (or his personal representative(s)) may, by notice in writing to the Company accompanied by the remittance for the total exercise price payable in respect of the exercise of the relevant option (such notice to be received by the Company not later than two Business Days (excluding any period(s) of closure of the share registers of the Company) prior to the proposed meeting) exercise the option (to the extent exercisable as at the date of the notice to the grantee and not exercised) either in full or in part and the Company shall, as soon as possible and in any event no later than the Business Day (excluding any period(s) of closure of the share registers of the Company) immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the grantee which falls to be issued on such exercise credited as fully paid and registered the grantee as holder thereof. Upon such compromise or arrangement becoming effective, all options (to the extent not already exercised) shall lapse and determine.

(S) GRANTEE BEING A COMPANY WHOLLY-OWNED BY ELIGIBLE PARTICIPANTS

If the grantee is a company wholly-owned by one or more Eligible Participants:

- (i) the provisions of paragraphs (L), (M), (N) and (O) above shall apply to the grantee and to the option granted to such grantee, mutatis mutandis, as if such option had been granted to the relevant Eligible Participant, and such option shall accordingly lapse or fall to be exercisable after the event(s) referred to in paragraphs (L), (M), (N) and (O) above shall occur with respect to the relevant Eligible Participant; and
- (ii) the options granted to the grantee shall lapse and determine on the date the grantee ceases to be wholly-owned by the relevant Eligible Participant provided that the Directors may in their absolute discretion decide that such options or any part thereof shall not so lapse or determine subject to any conditions or limitations as they may impose.

(T) ADJUSTMENT OF THE EXERCISE PRICE

In the event of any alteration to the capital structure of the Company whilst any option remains exercisable or the Share Option Scheme remains in effect, and such event arises from a capitalisation issue, rights issue, consolidation or sub-division of the Shares, reduction of the share capital of the Company or any issue of the Company's securities with a price-dilutive element, then, in any such case the Company shall instruct the auditors or an independent financial adviser to certify in writing the adjustment, if any, that ought in their opinion fairly and reasonably to be made (subject to the supplemental guidance attached to the letter from the Stock Exchange dated 5th September, 2005) either generally or as regards any particular grantee, to:

- (i) the number or nominal amount of Shares to which the Share Option Scheme or any option(s) relate(s) (insofar as it is/they are unexercised); and/or

- (ii) the exercise price of any option; and/or
- (iii) (unless the relevant grantee elects to waive such adjustment) the number of Shares comprised in an option or which remain comprised in an option,

and an adjustment as so certified by the auditors or such independent financial adviser shall be made, provided that:

- (i) such adjustments shall be made in accordance with the supplemental guidance attached to the letter from the Stock Exchange dated 5th September, 2005.
- (ii) any such adjustment shall give the grantee the same proportion of the issued share capital of the Company (as interpreted in accordance with the supplemental guidance attached to the letter from the Stock Exchange dated 5th September, 2005 to all issuers relating to share option schemes) for which such grantee would have been entitled to subscribe had he exercised all the options held by him immediately prior to such adjustment;
- (iii) no such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;
- (iv) the issue of Shares or other securities of the Group as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment; and
- (v) any such adjustment shall be made in compliance with the Listing Rules and any relevant rules, codes and guidance notes issued by the Stock Exchange from time to time.

In respect of any adjustment referred to above, other than any adjustment made on a capitalisation issue, the auditors or such independent financial adviser must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provisions of the Listing Rules and the supplemental guidance attached to the letter from the Stock Exchange dated 5th September, 2005 to all issuers relating to share option schemes.

(U) CANCELLATION OF OPTIONS

Subject to the provisions in the Share Option Scheme and the Listing Rules, any option granted but not exercised may not be cancelled except with the prior written consent of the relevant grantee and the approval of the Directors.

Where the Company cancels any option granted to a grantee but not exercised and issues new option(s) to the same grantee, the issue of such new option(s) may only be made with available unissued options (excluding, for this purpose, the options so cancelled) within the General Scheme Limit or any other limits approved by the Shareholders pursuant to paragraph (C)(ii) or (C)(iv) above.

(V) TERMINATION OF THE SHARE OPTION SCHEME

The Company by an ordinary resolution in general meeting may at any time terminate the operation of the Share Option Scheme and in such event no further options will be offered or granted but in all other respects the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options (to the extent not already exercised) granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme and options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(W) RIGHTS ARE PERSONAL TO THE GRANTEE

An option shall be personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest whatsoever in favour of any third party over or in relation to any option or enter into any agreement so to do. Any breach of the foregoing by a grantee shall entitle the Company to cancel any option granted to such grantee to the extent not already exercised.

(X) LAPSE OF OPTION

An option shall lapse automatically (to the extent not already exercised) on the earliest of (i) the expiry of the option period in respect of such option; (ii) the expiry of the periods or dates referred to in paragraphs (L), (M), (N), (O), (P), (Q), (R) and (S) above; or (iii) the date on which the Directors exercise the Company's right to cancel the option by reason of a breach of paragraph (W) above.

(Y) OTHERS

- (i) The Share Option Scheme is conditional upon:
 - (a) the Stock Exchange granting the listing of and permission to deal in such number of Shares representing the General Scheme Limit to be allotted and issued by the Company pursuant to the exercise of options in accordance with the terms and conditions of the Share Option Scheme; and
 - (b) the passing of the ordinary resolution for adoption of the Share Option Scheme at the AGM.
- (ii) The provisions of the Share Option Scheme relating to the matters governed by Rule 17.03 of the Listing Rules shall not be altered to the advantage of grantees or prospective grantees except with the prior sanction of a resolution of the Company in general meeting, provided that no such alteration shall operate to affect adversely the terms of issue of any option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the grantees as would be required of the holders of the Shares under the Bye-laws for the time being of the Company for a variation of the rights attached to the Shares.

- (iii) subject to paragraph (v) below, any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of options granted shall be approved by the Shareholders except where the alterations take effect automatically under the existing terms of the Share Option Scheme.
- (iv) The terms of the Share Option Scheme and/or any options amended must comply with the applicable requirements of the Listing Rules.
- (v) Any change to the authority of the Directors or the administrators of the Share Option Scheme in relation to any alteration to the terms of the Share Option Scheme must be approved by the Shareholders in general meeting.

(Z) PRESENT STATUS OF THE SHARE OPTION SCHEME

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued within the General Scheme Limit pursuant to the exercise of any options which may be granted under the Share Option Scheme.

As at the Latest Practicable Date, the Company has no plan or intention to grant any Options under the Share Option Scheme and no option has been granted or agreed to be granted under the Share Option Scheme.

NOTICE OF ANNUAL GENERAL MEETING



PT INTERNATIONAL DEVELOPMENT CORPORATION LIMITED

保 德 國 際 發 展 企 業 有 限 公 司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 372)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**” or “**Meeting**”) of PT International Development Corporation Limited (the “**Company**”) will be held at Room 1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 20th August, 2021 at 10:30 a.m., for the following purposes:

Ordinary resolutions

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31st March, 2021.
2.
 - (a) To re-elect Mr. Ching Man Chun, Louis as an executive director of the Company;
 - (b) To re-elect Ms. Xu Wei as an executive director of the Company;
 - (c) To re-elect Mr. Yeung Kim Ting as an executive director of the Company; and
 - (d) To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company (the “**Auditors**”) and to authorise the Board to fix their remuneration;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, to pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:

(A) **“THAT:**

- (i) subject to sub-paragraph (iii) of this resolution, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the **“Shares”**) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the Bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares; or (c) an issue of Shares under any share option scheme of the Company or similar arrangements for the time being adopted for the grant or issue of shares or rights to acquire Shares; or (d) an issue of Shares by way of any scrip dividend or similar arrangements pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 any applicable laws of Bermuda to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors 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 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 applicable to the Company).”

(B) “**THAT:**

- (i) subject to sub-paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares 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, the bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (iii) the aggregate number of Shares which the Directors are authorised to repurchase pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution shall not exceed 10% of the total number of Shares in issue on the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 any applicable laws of Bermuda to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”
- (C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) as set out above being passed, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company pursuant to the resolution numbered 4(A) as set out above be and is hereby extended by the addition thereto of an amount representing the total number of issued shares of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 4(B) as set out above.”
5. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares falling to be issued and allotted pursuant to the share option scheme (the “**Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to approve any amendments to the rules of the Share Option Scheme as may be acceptable or not objected to by the Stock Exchange, and at their absolute discretion to grant options and to allot, issue and deal with Shares pursuant to the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement the Share Option Scheme, provided that the total number of shares in respect of which options may be granted by the Directors under the Share Option Scheme shall not exceed 10% of the total number of shares in issue as at the date of passing this resolution.”

By Order of the Board
PT International Development Corporation Limited
Ching Man Chun, Louis
Chairman and Managing Director

Hong Kong, 20th July, 2021

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:
Suites 3412–3413
34/F., China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

As at the date of this notice, the Board comprises five Executive Directors, namely, Mr. Ching Man Chun, Louis (Chairman and Managing Director), Ms. Xu Wei, Mr. Yeung Kim Ting and Mr. Heinrich Grabner; and three Independent Non-executive Directors, namely, Mr. Yam Kwong Chun, Mr. Wong Yee Shuen, Wilson and Mr. Lam Yik Tung.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The above resolutions will be put to the Meeting by way of poll. On voting by poll, each member of the Company shall have one vote for each share held in the Company.
2. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder of the Company who is the holder of two or more shares of the Company (the “**Shares**”) may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder of the Company who is an individual or a shareholder of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the shareholder of the Company which he/she/it or they represent(s) as such shareholder of the Company could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
5. Completion and return of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
6. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of the Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of senior who tender 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 name stands in the register of members of the Company (the “**Register of Members**”) in respect of the joint holding.
7. In order to be eligible to attend and vote at the Meeting, all unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 16th August, 2021. The Register of Members will be closed from Tuesday, 17th August, 2021 to Friday, 20th August, 2021, both days inclusive.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) the Company requests attendees to wear surgical face masks inside the AGM venue at all times.
- (iii) no refreshments or drinks will be served, and there will be no corporate gifts.
- (iv) seating will be arranged so as to allow for appropriate social distancing.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.