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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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

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**CHTC FONG'S INTERNATIONAL COMPANY LIMITED**

**中國恒天立信國際有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 641)**

- (1) GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES**
- (2) RE-ELECTION OF THE RETIRING DIRECTORS**
- (3) PROPOSED ADOPTION OF NEW BYE-LAWS  
AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the annual general meeting of the Company to be held at Level 13, Tower 2, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong on Thursday, 9 June 2022 at 11:00 a.m. is set out on pages 29 to 34 of this circular.

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

10 May 2022

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Level 13, Tower 2, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong on Thursday, 9 June 2022 at 11:00 a.m., and any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“close associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“Company”	CHTC Fong’s International Company Limited 中國恒天立信國際有限公司, an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“connected person”	has the same meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the same meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Bye-laws”	the existing bye-laws of the Company being effective as at the Latest Practicable Date
“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 PRC
“Latest Practicable Date”	29 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-laws”	the new bye-laws of the Company incorporating and consolidating all the proposed amendments as set out in Appendix III of this circular, proposed to be adopted by the Shareholders at the AGM
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Shares Repurchases issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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**CHTC FONG'S INTERNATIONAL COMPANY LIMITED**

**中國恒天立信國際有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 641)**

*Executive Directors:*

Mr. Ye Maoxin (*Chairman*)  
Mr. Guan Youping (*General Manager*)  
Ms. Guo Yunfei (*Financial Controller*)

*Non-executive Director:*

Mr. Fong Kwok Leung, Kevin

*Independent Non-executive Directors:*

Mr. Tong Wing Chi  
Dr. Jiang Gaoming  
Mr. Li Jianxin

*Registered Office:*

5th Floor, Victoria Place  
31 Victoria Street  
Hamilton HM 10  
Bermuda

*Head office and principal place  
of business:*

Level 13, Tower 2  
Kowloon Commerce Centre  
51 Kwai Cheong Road  
Kwai Chung  
Hong Kong

10 May 2022

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
(2) RE-ELECTION OF THE RETIRING DIRECTORS  
(3) PROPOSED ADOPTION OF NEW BYE-LAWS  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information with respect to the resolutions to be proposed at the forthcoming AGM to be held on Thursday, 9 June 2022 relating to, among other things, (i) the general mandates to issue Shares and to repurchase Shares by the Company; (ii) the re-election of the retiring Directors; and (iii) the adoption of the New Bye-laws, and to give you the notice of the AGM.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 28 May 2021, resolutions were passed granting general mandates to the Directors to exercise all powers of the Company to issue Shares and to repurchase Shares. Such general mandates will lapse at the conclusion of the forthcoming AGM. Ordinary resolutions will therefore be proposed at the forthcoming AGM to grant to the Directors general mandates as follows:

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

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

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

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

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## LETTER FROM THE BOARD

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

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

### 3. RE-ELECTION OF THE RETIRING DIRECTORS

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

Pursuant to bye-law 102(B) of the Bye-laws, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed by the Board pursuant to bye-law 102(B) of the Bye-laws shall not be taken into account in determining the number of Directors to retire by rotation.

Accordingly, Mr. Fong Kwok Leung, Kevin, Mr. Tong Wing Chi and Dr. Jiang Gaoming will retire from the Board at the AGM and, being eligible, will offer themselves for re-election.

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

### 4. PROPOSED ADOPTION OF THE NEW BYE-LAWS

As disclosed in the announcement of the Company dated 22 April 2022, the Board proposed to amend the Existing Bye-laws for the purposes of, among others, (i) conforming to the core standards set out in Appendix 3 to the Listing Rules for shareholder protections; (ii) allowing general meetings of the Company to be held as an electronic meeting or a hybrid meeting; and (iii) incorporating certain housekeeping amendments (collectively the “**Proposed Amendments**”).

The major Proposed Amendments are summarised as follows:

1. to change the requirement that Shareholders at general meeting shall have the power by ordinary resolution, rather than by special resolution, to remove a director of the Company before the expiration of his term of office (in alignment with paragraph 4(3) of Appendix 3 of the Listing Rules);

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## LETTER FROM THE BOARD

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2. to change the requirement that an annual general meeting shall be held in each financial year, rather than calendar year, and that the annual general meeting shall be held no more than six months after the end of the financial year end of the Company (in alignment with paragraph 14(1) of Appendix 3 of the Listing Rules);
3. to provide that all Shareholders have the right to speak and vote at general meetings, unless specifically required to abstain from voting by the Listing Rules (in alignment with paragraph 14(3) of Appendix 3 of the Listing Rules);
4. to provide that where any Shareholder is, under the applicable laws and the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted (in alignment with paragraph 14(4) of Appendix 3 of the Listing Rules);
5. to provide that Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying not less than 10% of the rights of voting at general meetings of the Company shall have the right to convene a special general meeting and add resolutions to the agenda for any general meeting of the Company (in alignment with paragraph 14(5) of Appendix 3 of the Listing Rules);
6. to provide that a special resolution of the Shareholders of the class to which the rights are attached shall be required to approve a change to those rights (in alignment with paragraph 15 of Appendix 3 of the Listing Rules);
7. to provide that an ordinary resolution of the Shareholders at general meeting shall be required to appoint and fix the remuneration of the auditors of the Company and that approval by at least two-thirds of votes cast by Shareholders at general meeting shall be required to remove the auditors of the Company (in alignment with paragraph 17 of Appendix 3 of the Listing Rules);
8. to provide that every Shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person; and a corporation may execute a form of proxy under the hand of a duly authorised officer (in alignment with paragraph 18 of Appendix 3 of the Listing Rules);
9. to provide that a clearing house shall be entitled to appoint proxies or corporate representatives to attend the Company's general meetings and creditors' meetings and those proxies or corporate representatives enjoy rights equivalent to the rights of other Shareholders, including the rights to speak and vote (in alignment with paragraph 19 of Appendix 3 of the Listing Rules);

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## LETTER FROM THE BOARD

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10. to provide that the Shareholders may inspect during business hours the branch register of members in Hong Kong (in alignment with paragraph 20 of Appendix 3 of the Listing Rules);
11. to allow general meetings of the Company to be held as an electronic meeting or a hybrid meeting;
12. to change the requirement of voting on resolutions at general meetings to by way of poll, rather than on a show of hands, save that the Chairman of the meeting may allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;
13. to insert various definitions regarding related amendments to the Listing Rules; and
14. to incorporate other consequential/consistency changes and certain housekeeping amendments, typographical edits and corrections.

Full text of the Proposed Amendments is set out in Appendix III to this circular. The Chinese translation of the Proposed Amendments is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. Prior to the passing of the special resolution at the AGM, the Existing Bye-laws shall remain valid.

### **5. ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages 29 to 34 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company in Hong Kong at Level 13, Tower 2, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

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

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

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

### 7. PRECAUTIONARY MEASURES FOR THE AGM IN VIEW OF THE RECENT CORONAVIRUS EPIDEMIC

In view of the recent development of the coronavirus epidemic caused by coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of the Shareholders, a series of epidemic precautionary measures will be implemented at the venue of the AGM:

- (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of AGM. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue; and
- (ii) every person is required to wear a face mask at the venue of the AGM.

Furthermore, the Company will not serve refreshment at the AGM to avoid the coming into close contact amongst participants. The Company wishes to remind the Shareholders and other participants who will attend the AGM in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the AGM. The Company also advises the Shareholders to attend and vote at the AGM by way of non-physical presence. The Shareholders may choose to vote by filling in and submitting the relevant proxy form of the AGM, and appoint the chairman of the AGM as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the AGM in person. For more details, please refer to the proxy form for the AGM.

### 8. RESPONSIBILITY STATEMENT

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

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## LETTER FROM THE BOARD

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### 9. ADDITIONAL INFORMATION

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

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

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

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

## **1. LISTING RULES**

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

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

## **2. SHARES IN ISSUE**

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

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

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with its memorandum of association, its Bye-laws, the Listing Rules and the applicable laws of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Share Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent, as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. REASONS FOR REPURCHASES

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

#### 5. UNDERTAKING OF THE DIRECTORS

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

#### 6. TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENT

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

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

As at the Latest Practicable Date, the public float of the Company was approximately 27.86%. In the event that the Share Repurchase Mandate is exercised by the Company in full and assuming no other changes to the shareholdings in the Company, the public float of the Company would become 19.85%. The Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the minimum public float requirements under Rule 8.08 of the Listing Rules not being complied with.

**7. SHARE PRICES**

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

		<b>Price per Share</b>		
		<b>Highest</b>	<b>Lowest</b>	
		<i>HK\$</i>	<i>HK\$</i>	
2021	April	0.495	0.455	
	May	0.51	0.41	
	June	0.48	0.415	
	July	0.48	0.40	
	August	0.43	0.35	
	September	0.44	0.40	
	October	0.455	0.38	
	November	0.435	0.355	
	December	0.40	0.37	
	2022	January	0.46	0.375
		February	0.45	0.40
		March	0.435	0.355
April (Up to the Latest Practicable Date)		0.43	0.34	

**8. SHARES REPURCHASED BY THE COMPANY**

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

**9. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

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

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

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

**1. Mr. Fong Kwok Leung, Kevin (“Mr. Fong”)**

*Non-executive Director*

Mr. Fong, aged 60, is the eldest son of Mr. Fong Sou Lam who is the founder of the Group as well as the Chairman Emeritus and a substantial shareholder of the Company. Mr. Fong holds a Bachelor’s degree in Business Administration from the Simon Fraser University, Canada. Mr. Fong joined the Group in 1986 and was appointed as an Executive Director of the Company on 25 July 1990. Mr. Fong had been responsible for overseeing the stainless steel trading and stainless steel casting businesses of the Group for a long period.

With effect from 1 October 2016, Mr. Fong has been re-designated from an Executive Director to a Non-executive Director of the Company due to his desire to devote more time to his family business. In addition, Mr. Fong and the Company entered into a consultancy agreement without a fixed term of service on 15 October 2016 whereby Mr. Fong was appointed as a consultant of the Company with retrospective effect from 1 October 2016 for providing consultancy services to the Company in respect of the business development of the Group, but such consultancy agreement is determinable by either party giving to the other party at least one month’s prior written notice. Mr. Fong is entitled to a monthly remuneration of HK\$100,000 and the use of a private car provided by the Group under the consultancy agreement.

Mr. Fong entered into a director’s service contract with the Company for a term of two years commencing on 1 October 2020 and expiring on 30 September 2022 at a director’s fee of HK\$180,000 per annum, but such service contract is determinable by either party giving to the other party at least one month’s prior written notice. His appointment as a Non-executive Director of the Company is subject to retirement by rotation and re-election at annual general meeting pursuant to the Bye-laws.

As at the Latest Practicable Date, Mr. Fong was deemed to be interested in 178,204,220 Shares, representing approximately 16.20% interest in the issued share capital of the Company (including 174,904,220 Shares being held by a discretionary trust of which he is a beneficiary) within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Fong does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and did not hold any directorship in other public companies of which the securities are listed on any securities markets in Hong Kong or overseas in the last three years.

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

**2. Mr. Tong Wing Chi (“Mr. Tong”)***Independent Non-executive Director*

Mr. Tong, aged 40, has been appointed as an Independent Non-executive Director of the Company since 1 March 2022. Mr. Tong is also the Chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company. Mr. Tong obtained a degree of Bachelor of Arts (Honors) in Accountancy from The Hong Kong Polytechnic University in November 2004 and has been a member of the Hong Kong Institute of Certified Public Accountants since September 2008. Mr. Tong has over 15 years of experience in auditing, accounting and financial reporting. Mr. Tong started his career in Deloitte Touche Tomatsu from September 2004 to February 2010 with his last position as an audit senior. He then worked in DTZ Debenham Tie Leung as a senior accountant from March 2010 to October 2011. Mr. Tong returned to Deloitte Touche Tomatsu in October 2011 as an audit manager and his last held position was a manager of CXO advisory service when he left the company in February 2014. Mr. Tong has been a managing director of Victory Success Consulting Limited since July 2018 and a managing partner of Edward and Stan Global Advisory Limited since November 2019. Mr. Tong had been an independent non-executive director of Trendzon Holdings Group Limited (stock code: 1865, a company listed on the Main Board of the Stock Exchange) during the period from 21 September 2020 to 31 March 2022 and has been an independent non-executive director of PF Group Holdings Limited (stock code: 8221, a company listed on GEM of the Stock Exchange) since 6 October 2021.

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

Mr. Tong had entered into a service contract with the Company for a fixed term of two years commencing on 1 March 2022 and expiring on 29 February 2024, which is determinable by either party giving to the other party not less than one month’s prior written notice. Mr. Tong will be subject to rotational retirement and re-election requirements at annual general meetings of the Company pursuant to the Bye-laws. Pursuant to the service contract between Mr. Tong and the Company, Mr. Tong is entitled to a director’s fee of HK\$200,000 per annum which was determined by the Board with reference to the estimated time to be spent by him on the Company’s matters and is in line with other Independent Non-executive Directors.

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

**3. Dr. Jiang Gaoming (“Dr. Jiang”)***Independent Non-executive Director*

Dr. Jiang, aged 59, has been appointed as an Independent Non-executive Director of the Company since 1 March 2022. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Dr. Jiang obtained a Bachelor’s degree in Textiles from Wuxi Institute of Light Industry (無錫輕工業學院) in 1983, a Master’s degree in Textiles from the School of Textiles and Clothing at Wuxi University of Light Industry (無錫輕工大學) in 1998 and a Doctorate of Philosophy degree in Textiles from the School of Textiles at Donghua University (東華大學) in 2007. He is currently a professor in the School of Textile Science and Engineering at Jiangnan University (江南大學), the director of the Engineering Research Center of the Department of Education for Knitting Technology at Jiangnan University, and the director of the Institute of Knitting Technology at Jiangnan University, and has long been engaged in the research on textile equipment intelligence and new textile structural materials. From May 2015 to May 2021, Dr. Jiang had served as an independent director of Zhejiang Huafon Spandex Co., Ltd. (a company listed on Shenzhen Stock Exchange, stock code: 002064).

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

Dr. Jiang had entered into a service contract with the Company for a fixed term of two years commencing on 1 March 2022 and expiring on 29 February 2024, which is determinable by either party giving to the other party not less than one month’s prior written notice. Dr. Jiang will be subject to rotational retirement and re-election requirements at annual general meetings of the Company pursuant to the Bye-laws. Pursuant to the service contract between Dr. Jiang and the Company, Dr. Jiang is entitled to a director’s fee of HK\$180,000 per annum which was determined by the Board with reference to the estimated time to be spent by him on the Company’s matters and is in line with other Independent Non-executive Directors.

Save as disclosed above, there are no other matters in relation to the re-election of Dr. Jiang as an Independent Non-executive Director that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Full text of the proposed amendments to the Existing Bye-laws are set out below. All capitalised terms in the proposed amendments contained in this Appendix are terms defined in the Bye-laws which shall have the corresponding meanings ascribed to them in the Bye-laws.

1. By amending the name of the Company on the front page and in the header to the Existing Bye-laws and in the definition of “the Company” or “this Company” in the Existing Bye-law 1 as follows:

~~“CHTC FONG’S INTERNATIONAL INDUSTRIES COMPANY LIMITED~~

中國恒天立信國際有限公司立信工業有限公司\*

~~\*-For identification purpose only”~~

2. By inserting “(A)” at the beginning of the Existing Bye-law 1;
3. By removing the following definitions in the Existing Bye-law 1:

~~““associates” shall have the meaning as defined in the Listing Rules.~~

~~“Securities Seal” shall mean a seal for use for sealing certificates for shares or other securities issued by the Company which is a facsimile of the Seal of the Company with the addition on its face the words “Securities Seal”.~~

4. By adding the following definitions in the Existing Bye-law 1:

“clear days” shall mean in relation to the period of a notice that period excluding the day on which the notice is given or deemed to be given and the day on which it is to take effect or is deemed to take effect.

“Close Associate” shall have the meaning given to the term “close associate” in the Listing Rules from time to time.

“Connected Transaction” shall have the meaning given to the term “connected transaction” in the Listing Rules from time to time.

“Continuing Connected Transaction” shall have the meaning given to the term “continuing connected transaction” in the Listing Rules from time to time.

“electronic notice” or “e-Notice” shall mean notice through telecopy, telegraph, telex, facsimile transmission, internet, email or other electronic means of communication, capable of making a written record.

“electronic proxy” or “e-proxy” shall mean a proxy intended where provided for within these Bye-Laws whereby a party so authorised herein may designate another party to attend, represent or to vote for them, where appropriate and provided for, through telecopy, telex, facsimile transmission, internet, e-mail or other electronic means of communication, capable of making a written record.

“Specified Period” shall mean the period commencing from the date on which any of the securities of the Company first become listed on The Stock Exchange of Hong Kong Limited to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed).”

5. By amending the following definitions in the Existing Bye-law 1:

“Seal” shall mean any one or more common seals from time to time of the Company (including a securities seal) for use in Bermuda or in any place outside Bermuda.

“Transfer Office” shall mean the place where the ~~the~~ Principal Register is situate for the time being.”

6. By adding the following paragraph after the definition of “writing” or “printing” in the Existing Bye-law 1 and numbering the four subsequent paragraphs as “(i), (ii), (iii), and (iv)”:

“(B) In these Bye-Laws, unless there be something in the subject or context inconsistent herewith:”

7. By amending all the paragraphs after the words “words importing person shall include partnerships, firms, companies and corporations” in the Existing Bye-law 1 as follows:

“(v) references in these Bye-laws to notices and proxies will apply mutatis mutandis to electronic notices and electronic proxies provided always that said electronic notices and electronic proxies shall be designed, restricted and limited to their respective use in accordance with these Bye-laws for notices or proxies as may be relevant.

- (vi) Subject as aforesaid, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Bye-Laws become binding on the Company) shall, if not inconsistent with the subject and/or context, bear the same meaning in these Bye-Laws, save that “company” shall where the context permits include any company incorporated in Bermuda or elsewhere.
- (vii) References to any statute or statutory provision shall be construed as relating to any statutory modification or reenactment thereof for the time being in force.
- (C) The headings and margin notes to, and table of contents and the index of, these Bye-laws shall not be deemed to be part of these Bye-laws and shall not affect their interpretation unless there be something in the subject or context inconsistent therewith.
- (D) Special Resolution A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, as duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which not less than 21 clear days’ notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority together ~~holding~~ representing not less than 95 per cent, ~~in nominal value of the total voting rights at the meeting of all the members shares giving the right~~ and in the case of an annual general meeting, if it is so agreed by all members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which less than 21 clear days’ notice has been given.
- (E) Ordinary Resolution A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such shareholders as, being entitled so to do, vote in person or, as a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which not less than 14 days’ notice has been duly given. ~~Provided that, if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent, in nominal value of the shares giving that right, a resolution may be proposed and passed as an Ordinary Resolution at a meeting of which less than 14 days’ notice has been given.~~

Provided that, if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together ~~holding representing~~ not less than 95 per cent ~~in nominal value of the shares giving that right~~ of the total voting rights at the meeting of all the members, a resolution may be proposed and passed as an Ordinary Resolution at a meeting of which less than 14 days' notice has been given.

(F) A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Bye-Laws or the Statutes.”

8. By amending the Existing Bye-law 5(A) as follows:

“5.(A) For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of these Bye-Laws and the Companies Act, be varied or abrogated ~~either with the consent in writing of the holders of not less than three fourths in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons (or, in the case of a Shareholder being a corporation, by its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.”~~

9. By amending the Existing Bye-law 6(B) as follows:

“(B) Subject to the Statutes, the power contained in the Memorandum of Association for the Company and, where applicable, the Listing Rules, and/or any competent regulatory authority, to purchase or otherwise acquire its shares shall be exercisable by the Board upon such terms and subject to such conditions as they think fit.”

10. By adding the following words at the end of the Existing Bye-law 14(B):

“During the Specified Period and subject to Bye-Law 44, any shareholder may inspect during business hours the branch register of shareholders in Hong Kong at the Registration Office without charge.”

11. By amending the Existing Bye-law 16 as follows:

“16. Every certificate for shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, ~~which for this purpose may be a Securities Seal or a facsimile thereof~~ or with the Seal printed thereon. The Seal may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors.”

12. By amending the heading after the Existing Bye-law 36 as follows:

“TRANSFER OF SE SHARES”

13. By amending the Existing Bye-law 40(vi) as follows:

“(vi) where applicable, the permission ~~permission~~ of the Bermuda Monetary Authority with respect thereto has been obtained.”

14. By amending the Existing Bye-law 44 as follows:

“44. The registration of transfers may be suspended and the register may be closed, on giving notice by advertisement in an appointed newspaper ~~and in the Newspapers~~ and by any other means in such manner as may be ~~accepted by~~ compliant with the ~~stock exchange in the Relevant Territory Listing Rules~~, at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares. The register shall not be closed for more than thirty days in any year.”

15. By amending the Existing Bye-law 60 as follows:

“60. The Company shall in each financial year, and no more than six months after the end of the Company’s financial year end, hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. ~~The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint.~~”

16. By adding the following new Bye-laws 61A and 61B after the Existing Bye-law 61:

“61A. General meetings (including annual general meetings and special general meetings) may be held in the Relevant Territory or elsewhere in the world as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to speak and/or communicate with each other simultaneously and instantaneously (including, without limiting the generality of the foregoing, communication through facilities that provide for the conveyance of messages in real-time or near real-time via human voice, audio system, text messages, chat messaging and/or other means or functions) as determined by the Board from time to time, and participation in such a meeting shall constitute presence in person or by corporate representative or by proxy at such meeting. A meeting of the shareholders or any class thereof may be held:- (i) wholly by means of telephone, electronic or other communication facilities as mentioned above or (ii) at one or more places and at the same time by means of telephone, electronic or other communication facilities as mentioned above, as determined by the Board from time to time. Each shareholder who is entitled to attend and vote at a meeting of the shareholders or any class thereof shall have the right to speak and/or communicate (in the manner as abovementioned) at that meeting.

61B. The inability of one or more shareholders present in person or by corporate representative or by proxy at a general meeting to communicate with other member(s) so present shall not invalidate any resolution passed or any proceeding at such meeting, provided that such number of members present in person or by corporate representative or by proxy constituting a quorum for a general meeting are able to communicate with each other simultaneously and instantaneously at that meeting.”

17. By amending the Existing Bye-law 62 as follows:

“62. The Board may, whenever it thinks fit, convene a special general meeting, and special general meetings ~~shall~~ may also be convened on the requisition of one or more shareholders holding, at the date of the deposit of the requisition not less than one tenth of the paid-up capital of the Company carrying not less than 10% of the right of voting at general meetings of the Company, as provided by the Companies Act, or, in default; may be convened by the requisitionists. Any shareholder who is entitled to requisition a special general meeting of the Company pursuant to this Bye-law is also entitled to add resolutions to the agenda for any general meeting of the Company by giving a notice in writing to the Board or the Secretary.”

18. By adding the words “(if any)” after the words “shall specify the place” in the Existing Bye-law 63;

19. By amending the Existing Bye-law 66 as follows:

“66. Unless otherwise specified, fFor all purposes the quorum for a general meeting shall be two shareholders present in person or as a duly authorised corporate representative or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting and continues to be present until the conclusion of the meeting.”

20. By adding the words “(if any)” after the words “at such time and place” in the Existing Bye-law 67;

21. By adding the words “(if any)” after the words “specifying the place” in the Existing Bye-law 69;

22. By amending the Existing Bye-law 70 as follows:

“70. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless by way of a poll, save that the Chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative), or by proxy(ies) shall have one vote, provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.

For the purposes of this Bye-law, procedural and administrative matters are those that:

(i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the shareholders; and

(ii) relate to the Chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views.

~~Where a show of hands is allowed, (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) may be demanded by:-~~

- ~~(i) by the Chairman of the Meeting; or~~
- ~~(ii) by at least ~~three~~ two shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or~~
- ~~(iii) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or~~
- ~~(iv) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.~~

~~Unless a poll be so demanded and not withdrawn~~Where a resolution is voted on by a show of hands, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

23. By amending the Existing Bye-law 76A as follows:

~~“76A. Each shareholder has the right to: (a) speak at a general meeting; and (b) vote at a general meeting except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration. Where the Company has knowledge that any member is, under the applicable Statutes and/or the rules and regulations of the stock exchange in the Relevant Territory Listing Rules from time to time, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”~~

24. By amending the last paragraph of the Existing Bye-law 81 as follows:

“In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to attend and vote and to exercise the same rights and powers on behalf of the shareholder which he or they represent as such shareholder could exercise at the meeting. A corporation may execute a form of proxy under the hand of a duly authorised officer.”

25. By substituting the Existing Bye-law 82 with the words “[*intentionally deleted*]” and deleting the words “Instrument appointing proxy to be in writing” in the margin;

26. By substituting the Existing Bye-law 83 with the words “[*intentionally deleted*]” and deleting the words “Appointment of proxy must be deposited” in the margin;

27. By amending the Existing Bye-law 87 as follows:

“87. Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to attend and vote and to exercise the same rights and powers on behalf of the corporation which he represents at the meeting as that corporation could exercise if it were an individual member of the Company, and where a corporation is so represented, it shall be treated as being present at the meeting in person. References in these Bye-Laws to a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representative or by one or more proxies. Nothing contained in this Bye-Law shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it pursuant to Bye-Law 81.

If a Clearing House (or its nominee) is a shareholder of the Company it may appoint such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative at any meeting of the Company or at any meeting of any class of shareholders of the Company or any meeting of creditors provided that, if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such person is so appointed. A person so appointed under the provision of this Bye-Law shall be entitled to exercise the same powers on behalf of the Clearing House as that Clearing House (or its nominee) could exercise if it were an individual shareholder, including the right to vote and the right to speak.”

28. By replacing the words “associates” with “Close Associates” in the Existing Bye-laws 98(E), 98(H), 98(I), 98(J) and 98(K);

29. By adding the following new Bye-law 98(L) after the Existing Bye-law 98(K):

“(L) For the avoidance of doubt, each reference to “Close Associate(s)” in this Bye-Law 98 shall be deemed to be a reference to “associate(s)” (as defined in the Listing Rules from time to time) where the proposal, transaction, contract or arrangement concerned is a Connected Transaction or Continuing Connected Transaction.”

30. By replacing the word “determing” with the word “determining” in the Existing Bye-law 102(A);

31. By removing the words “so that” in the Existing Bye-law 102(B);

32. By replacing the word “Special” with “Ordinary” in the Existing Bye-law 104 and in the margin;

33. By amending the Existing Bye-law 134(C) as follows:

“(C) The Company may have a ~~s~~Securities ~~s~~Seal for use for sealing certificates for shares or other securities issued by the Company and no signature of any Director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document and any such certificates or other document to which such Securities Seal is affixed shall be valid and deemed to have been sealed and executed with the authority of the Board notwithstanding the absence of any such signature or mechanical reproduction as aforesaid which is a facsimile of the Seal with the addition of the words “Securities Seal” on its face or in such other form as the Board may approve.”

34. By replacing the “;” with “.” at the end of the Existing Bye-law 135;

35. By amending the margin to the Existing Bye-law 163 as follows:

“Appointment ~~and removal~~ of Auditors”

36. By amending the Existing Bye-law 163(B) as follows:

“(B) The Company shall at each annual general meeting by Ordinary Resolution in general meetings appoint one or more auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditor or Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditor of the Company. The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act until the next annual general meeting. Subject as otherwise provided by the Companies Act, the remuneration of the Auditor or Auditors shall be fixed by or on the authority of the Company by Ordinary Resolution in general meetings the Annual General Meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditor appointed to fill any casual vacancy may be fixed by the Directors.

“(C) The shareholders, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor before the expiration of their term of office, and shall by Ordinary Resolution appoint a replacement auditor for the remainder of the term provided that at least twenty-one days before the date of the meeting, notice in writing of the proposed resolution is given to the incumbent auditor and to the auditor proposed to be appointed.”

37. By amending the Existing Bye-law 165 as follows:

“165. A person other than a retiring Auditor shall not be capable of being appointed Auditor at an annual a general meeting unless notice of an intention to nominate that person to the office of Auditor has been given to the Company not less than fourteen days before the annual general meeting, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members not less than seven days before the annual general meeting provided that the above requirements may be waived by notice in writing by the retiring Auditor to the Secretary provided that if after a notice of the intention to nominate an Auditor has been so given an annual a general meeting is called for a date fourteen days or less after that notice has been given, the notice, though not given within the time required by this provision, shall be deemed to have been properly given for the purposes thereof, and the notice to be sent or given by the Company may instead of being sent or given within the time required by this provision be sent or given at the same time as the notice of the annual general meeting.”

38. By amending the Existing Bye-law 167 as follows:

~~“(1) Except where otherwise stated, Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) to be given or sent to, or issued by any person under these Bye-Laws shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication or to the extent permitted by the Statutes and any applicable Listing Rules from time to time and subject to this Bye-Law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing, the Company to a member (including any “corporate communication” within the meaning ascribed thereto under the rules of the Stock Exchange), shall be in writing, and may be served by the Company on any member:~~

(2) Any notice or document to be given or sent to or by any person pursuant to these Bye-Laws may be served on or delivered to any member of the Company, in each case in accordance with the requirements of the Listing Rules, either:

- (i) personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address as appearing in the register; or
- (ii) by delivering or leaving it at such registered address as aforesaid or by any other means authorised in writing by the member concerned; or
- (iii) (other than share certificates) by publishing it by advertisement in the Newspapers; or
- (iv) by transmitting it to any facsimile number supplied by such member to the Company for the giving of notices and documents to him; or
- (v) by transmitting it to such electronic number or address or website supplied by such member to the Company for the giving of notices and documents to him, provided that the Company has obtained prior written confirmation from such member that such member wishes to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means; or

- (vi) by placing it on the Company's website or the website of the Designated Stock Exchange or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or serving a notice to a notifying the member concerned stating that the notice or other document is available on the Company's website has been so published by a notice (a "notice of availability"); ~~provided that the Company has obtained prior written confirmation from such member that such member wishes to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by placing them on the Company's website and that t~~The notice of availability may be served on a member by any of the means set out in this Bye-Law 167 other than by posting it on a website.

In the case of joint holders of a share, service or delivery of any notice or other document on or to the joint holder whose name stands first in the register shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any such notice or other document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. For the avoidance of doubt, any documents evidencing titles to securities (including share certificates) to be given or issued by the Company to a member may only be served by the Company on any member by the means of (i) or (ii) set out above.

- (3) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share."

39. By adding the word "(2)" after the words "Bye-Law 167" in the Existing Bye-law 168; and
40. By amending the last paragraph of the Existing Bye-law 169(ii) as follows:

"A notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange) placed on the Company's website or the website of the Designated Stock Exchange shall be deemed given by the Company to a member from whom the Company has obtained written confirmation referred to in paragraph (vi) of Bye-Law 167(2) on the day on which a notice of availability is deemed served on such member; and"

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHTC FONG'S INTERNATIONAL COMPANY LIMITED

中國恒天立信國際有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 641)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of CHTC Fong's International Company Limited (the "**Company**") will be held at Level 13, Tower 2, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong on Thursday, 9 June 2022 at 11:00 a.m. for the following purposes:

1. To consider and approve the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2021.
2. To declare a final dividend of 1 HK cent per share for the year ended 31 December 2021.
3. To re-elect Mr. Fong Kwok Leung, Kevin as a non-executive director of the Company.
4. To re-elect Mr. Tong Wing Chi as an independent non-executive director of the Company.
5. To re-elect Dr. Jiang Gaoming as an independent non-executive director of the Company.
6. To authorise the board of directors of the Company to fix the directors' remuneration.
7. To re-appoint PKF Hong Kong Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix its remuneration.
8. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as an ordinary resolution of the Company:

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

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## NOTICE OF ANNUAL GENERAL MEETING

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

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

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

“**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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

**“THAT**

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

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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

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

“**THAT** the general mandate granted to the directors of the Company pursuant to resolution numbered 11 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total number of shares of the Company repurchased by the Company pursuant to the exercise by the directors of the Company of the powers of the Company to repurchase such shares since the granting of such general mandate referred to in the above resolution numbered 10 provided that such number shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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

**“THAT:**

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing bye-laws of the Company (the **“Existing Bye-laws”**), the details of which are set out in Appendix III to the circular of the Company dated 10 May 2022, be and are hereby approved;
- (b) the new bye-laws of the Company (the **“New Bye-laws”**), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Bye-laws with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of New Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.”

By order of the Board  
**CHTC Fong’s International Company Limited**  
**Lee Che Keung**  
*Company Secretary*

Hong Kong, 10 May 2022

*Notes:*

- 1. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 6 June 2022 to Thursday, 9 June 2022, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 2 June 2022.
- 2. Subject to the approval of shareholders at the meeting, the proposed final dividend will be payable on Thursday, 30 June 2022 to shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Friday 17 June 2022. The register of members of the Company will be closed from Wednesday, 15 June 2022 to Friday, 17 June 2022, both days inclusive, for the purpose of determining the entitlements of the shareholders to the proposed final dividend. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Branch Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 14 June 2022.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or, if he is a holder of more than one share, proxies to attend and vote in his stead. A proxy need not be a member of the Company.
4. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited at the principal place of business of the Company in Hong Kong at Level 13, Tower 2, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
6. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.
7. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all the resolutions set out in the notice convening the meeting will be voted by way of poll at the meeting.
8. In view of the recent development of the coronavirus epidemic caused by coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of the shareholders of the Company, a series of epidemic precautionary measures will be implemented at the venue of the meeting:
  - (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of the meeting. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue; and
  - (ii) every person is required to wear a face mask at the venue of the meeting.
9. The Company will not serve refreshment at the meeting to avoid the coming into close contact amongst participants. The Company wishes to remind its shareholders and other participants who will attend the meeting in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the meeting. The Company also advises its shareholders to attend and vote at the meeting by way of non-physical presence. The shareholders of the Company may choose to vote by filling in and submitting the relevant proxy form of the meeting, and appoint the chairman of the meeting as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the meeting in person.