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HKC INTERNATIONAL HOLDINGS LIMITED

香港通訊國際控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 248)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of HKC International Holdings Limited (the “Company”) will be held at 4:30 p.m. on 28 August, 2017 at 14/F., Block B, Vita Tower, 29 Wong Chuk Hang Road, Hong Kong, to transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements and the report of the directors and independent auditor’s report of the Company for the year ended 31 March, 2017;
2.
 - (a) To re-elect Mr. Chan Chung Yee, Hubert as an executive director of the Company;
 - (b) To re-elect Mr. Chan Chung Yin, Roy as an executive director of the Company;
 - (c) To re-elect Mr. Chiu Ngar Wing as an independent non-executive director of the Company;
 - (d) To re-elect Dr. Chu Chor Lup as an independent non-executive director of the Company; and
 - (e) To authorize the board of directors to fix the directors’ remuneration.
3. to re-appoint the Li, Tang, Chen & Co. as the Company’s auditors and to authorise the board of directors to fix their remuneration;

and to consider as special business and, if thought fit, pass the following resolutions as ordinary resolution (with or without modifications):

* *For identification purpose only*

“THAT:

4. subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in, the bonus shares to be allotted and issued to all the shareholders of the Company on the basis of one bonus share for every four existing shares held by the shareholders whose names are on the register of members of the Company on 6 September, 2017. The directors of the Company be and are hereby authorized to take any action and execute any document as may be necessary in connection with the issue of the bonus shares.

5.
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and all other applicable laws, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with the unissued shares of HK\$0.01 each (“Shares”) in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or
 - (iii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares;

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

By order of the Board
HKC International Holdings Limited
Chan Chung Yee, Hubert
Chairman

Hong Kong, 19 July, 2017

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his/her behalf at the Meeting. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the Meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's Hong Kong branch registrar ("Branch Registrar"), Pilare Limited, at Room 1021, 10th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong no less than 48 hours before the time for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the Meeting or any adjournment thereof, should he/she so wish.
3. The register of members of the Company will be closed from 24 August, 2017 to 28 August, 2017 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Branch Registrar, Pilare Limited, at Room 1021, 10th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 23 August, 2017.
4. In relation to the proposed resolution numbered 2 above, in accordance with Article 108 of the Company's articles of association and the code on corporate governance practices under the Listing Rules, Mr. Chan Chung Yee, Hubert, Mr. Chan Chung Yin, Roy, Mr. Chiu Ngar Wing and Dr. Chu Chor Lup will retire as Directors at the Meeting. Such Directors, being eligible, would offer themselves for re-election as Directors at the Meeting.
5. In relation to the proposed resolution numbered 5 above, approval is being sought from the Shareholders of the Company for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new shares other than the bonus shares which may be approved by Shareholders of the Company.

As at the date of this notice, the board of directors comprises Mr. Chan Chung Yee, Hubert, Mr. Chan Chung Yin, Roy, Mr. Chan Ming Him, Denny, Mr. Wu Kwok Lam, Mr. Ip Man Hon, Mr. Leung Shing Koon and Ms. Chow So Fan, Candy as executive directors and Mr. Chiu Ngar Wing, Dr. Chu Chor Lup and Dr. Law Ka Hung as independent non-executive directors.