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

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

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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)

PROPOSALS FOR**(1) RE-ELECTION OF RETIRING DIRECTORS****(2) ISSUE OF BONUS SHARES****(3) RENEWAL OF THE GENERAL MANDATE TO ISSUE SHARES****AND****(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the "AGM") of HKC International Holdings Limited (the "Company") to be held at Block B, 14/F., Vita Tower, 29 Wong Chuk Hang Road, Hong Kong on 24 August, 2015 at 4:30 p.m. is set out on pages 8 to 10 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

* For identification purposes only

LETTER FROM THE BOARD



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)

Executive directors:

Chan Chung Yee, Hubert (*Chairman*)
Chan Chung Yin, Roy (*Chief Executive Officer*)
Chan Ming Him, Denny
Wu Kwok Lam
Ip Man Hon
Choi Chun Yik

Registered office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands
British West Indies

Independent non-executive directors:

Chu Chor Lup
Chiu Ngar Wing
Law Ka Hung

Principal place of business

in Hong Kong:
Block B, 14/F., Vita Tower
29 Wong Chuk Hang Road
Hong Kong

16 July, 2015

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
(2) ISSUE OF BONUS SHARES
(3) RENEWAL OF THE GENERAL MANDATE TO ISSUE SHARES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you notice of the AGM to be convened for the purpose of considering and, if thought fit, passing resolutions to approve, inter alia, the re-election of retiring directors, the issue of bonus shares and the renewal of the general mandate to issue shares.

* For identification purposes only

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with the articles of association of the Company, at least one-third of the directors shall retire from office by rotation at each annual general meeting provided that every director shall be subject to retirement by rotation at least once every three years. A retiring director shall be eligible for re-election. Any director appointed to fill a casual vacancy or as an addition to the board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting but shall not be taken into account in determining the directors or the number of directors who are to retire by rotation at that meeting.

Pursuant to Article 108 of the Articles of Association and the corporate governance code under the Listing Rules, Mr. Ip Man Hon, Mr. Chiu Ngar Wing and Dr. Chu Chor Lup will retire by rotation and being eligible for re-election at the forthcoming AGM. All of them have offered themselves for re-election.

Pursuant to the Code Provision A.4.3 of the Corporate Governance Code contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Since their appointment on 1 September, 2001, Mr. Chiu Ngar Wing and Dr. Chu Chor Lup have been serving as independent non-executive directors for more than nine years. The Company has received from them annual confirmations of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the opinion that both of them maintain an independent view of the Company's affairs and are able to carry out their duties as independent non-executive directors in an impartial manner.

The nomination committee has recommended to the Board that the above-mentioned directors are eligible for reappointment. Details and brief biography of each of them are set out in Appendix to this circular.

ISSUE OF BONUS SHARES

The directors recommend a bonus issue of shares on the basis of one bonus share for every four existing shares held by shareholders whose names are on the register of members on 2 September, 2015. The bonus shares will rank pari passu in all respects with the shares from their date of issue. Fractional entitlements to the bonus shares will not be allotted to shareholders and will be waived and forfeited. As at the latest practicable date, the number of shares in issue was 637,609,642 shares. On the basis of such figure, and assuming there is no issue of shares prior to 2 September, 2015, the number of bonus shares to be issued is 159,402,410 shares.

CONDITIONS OF THE ISSUE OF BONUS SHARES

The issue of bonus shares is conditional upon:

- (a) shareholders approving resolution 4 as set out in the notice of AGM of the Company at the AGM; and

LETTER FROM THE BOARD

- (b) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting listing of and permission to deal in the bonus shares.

REASONS FOR ISSUE OF BONUS SHARES

The Board believes that the issue of bonus shares will provide the Company with a wider capital base and therefore enhance the liquidity of the shares and is a return to the support and care of the shareholders.

CLOSURE OF REGISTER OF MEMBERS

To be eligible to attend and vote in the coming AGM

The register of members of the Company will be closed from 20 August, 2015 to 24 August, 2015 (both days inclusive) during which period no transfers of shares will be registered. In order to qualify for attending and voting at the forthcoming AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch registrar (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 19 August, 2015.

To qualify for the proposed bonus shares

The register of members of the Company will be closed from 31 August, 2015 to 2 September, 2015 (both days inclusive) during which period no transfers of shares will be registered. In order to qualify for the proposed bonus share issue, 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 28 August, 2015.

LISTING AND DEALINGS

Application will be made to the Listing Committee of the Stock Exchange for the granting of listing and permission to deal in the bonus shares. It is expected that share certificates will be posted at the risk of those entitled on or about 17 September, 2015. On this basis, dealings of the bonus shares are expected to commence on 18 September, 2015.

Subject to the granting of the listing of and permission to deal on the Stock Exchange, the bonus shares to be issued will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in Central Clearing and Settlement System (the “CCASS”) with effect from the commencement date of dealings in the bonus shares on the Stock Exchange or such other date as determined by Hong Kong Securities Clearing Company Limited. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their licensed securities dealer or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

No part of the Company’s securities is listed or dealt in on any other stock exchange except the Stock Exchange, and no such listing or permission to deal is being, or is proposed to be sought.

LETTER FROM THE BOARD

RENEWAL OF THE GENERAL MANDATE TO ISSUE SHARES

At the AGM of the Company held on 25 August, 2014, the directors were granted a general mandate to allot, issue and deal with shares up to a maximum of 20% of the issued share capital of the Company at the date of passing of the resolution. This mandate will expire at the conclusion of the forthcoming AGM. A resolution set out as resolution 5 in the notice of the AGM will be proposed to renew this mandate. The board of directors (the "Board") wishes to state that they have no immediate plan to issue any new shares, other than the bonus shares which may be approved by shareholders of the Company.

As at the latest practicable date, the number of shares in issue was 637,609,642 shares. On the basis of such figure and assuming there is no issue of shares prior to the date of the AGM, the Company would be allowed under the general mandate to issue shares to allot and issue up to 127,521,928 shares representing 20 per cent of the issued share capital of the Company.

AGM

A notice convening the AGM to be held at Block B, 14/F., Vita Tower, 29 Wong Chuk Hang Road, Hong Kong on 24 August, 2015 at 4:30 p.m. is set out on pages 8 to 10 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the re-election of the retiring directors, the issue of bonus shares and the renewal of the general mandate to issue shares.

A form of proxy for use at the AGM is enclosed with this circular. If you are unable to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the 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 AGM 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 so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll.

RECOMMENDATIONS

The Board believes that the re-election of the retiring directors, the issue of bonus shares and the renewal of the general mandate to issue shares are in the interests of the Company and the shareholders and accordingly recommends you to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully
HKC International Holdings Limited
Chan Chung Yee, Hubert
Chairman

EXECUTIVE DIRECTOR

Mr. IP Man Hon, aged 48, is the project director of the group. He joined the group in 1991 with over 20 years of experience in product development and management. He obtained a Master Degree of Science from the University of Hong Kong and a Bachelor's Degree in Engineering from the Hong Kong Polytechnic University.

Mr. Ip has entered into a letter of appointment with the Company in relation to his appointment as an executive director. Mr. Ip is entitled to a monthly salary of HK\$58,000 and a discretionary bonus to be determined by the Board. The remuneration of Mr. Ip was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

Mr. Ip has not held any directorship in other listed companies in Hong Kong in the last three years and does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Ip is interested in 371,250 shares of the Company, representing approximately 0.06% of the issued share capital of the Company as at the latest practicable date.

There is no information in relation to Mr. Ip that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Ip that need to be brought to the attention of the shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHIU Ngar Wing, aged 61, is a practising accountant. He is an associate member of the Hong Kong Institute of Certified Public Accountants and the fellow members of the Institute of Chartered Accountants in England and Wales and the Association of Chartered Certified Accountants. He is a director of T.C. Ng & Co, CPA Ltd. and has been practicing in the firm for more than 30 years.

Mr. Chiu has entered into a letter of appointment with the Company for a term of one year. The appointment will be automatically renewed for successive terms of one year unless terminated by either party by not less than three months' notice in writing prior to the expiry of the then current term. Mr. Chiu is entitled to the annual director fee of HK\$85,000. The remuneration of Mr. Chiu was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

Mr. Chiu has not held any directorship in other listed companies in Hong Kong in the last three years and does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Chiu is not interested or deemed to be interested in any shares of the Company or its associated corporation within the meaning of Part XV of the SFO.

Pursuant to the Code Provision A.4.3 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Since his appointment on 1 September, 2001, Mr. Chiu has been serving as an independent non-executive director for more than nine years. Mr. Chiu has never been involved with the daily operations and business decisions of the Company. He has never been interested or deemed to be interested in any shares of the Company or our associated corporation. The Company has received from Mr. Chiu an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the opinion that Mr. Chiu maintains an independent view of the Company's affairs and is able to carry out his duties as an independent non-executive director in an impartial manner. The Board therefore recommends the re-election of Mr. Chiu as an independent non-executive director notwithstanding the fact that Mr. Chiu has served the Company for more than nine years.

There is no information in relation to Mr. Chiu that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Chiu that need to be brought to the attention of the shareholders.

Dr. CHU Chor Lup, aged 62, is a practising doctor. He is a fellow of Hong Kong College of Physician and Hong Kong Academy of Medicine and Royal College of Physician (Glasgow). He has been the member of the Hospital Governing Committee since 1997.

Dr. Chu has entered into a letter of appointment with the Company for a term of one year. The appointment will be automatically renewed for successive terms of one year unless terminated by either party by not less than three months' notice in writing prior to the expiry of the then current term. Dr. Chu is currently entitled to the annual director fee of HK\$40,000. The remuneration of Dr. Chu was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

Dr. Chu has not held any directorship in other listed companies in Hong Kong in the last three years and does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Dr. Chu is not interested or deemed to be interested in any shares of the Company or its associated corporation within the meaning of Part XV of the SFO.

Pursuant to the Code Provision A.4.3 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Since his appointment on 1 September, 2001, Dr. Chu has been serving as an independent non-executive director for more than nine years. Dr. Chu has never been involved with the daily operations and business decisions of the Company. He has never been interested or deemed to be interested in any shares of the Company or our associated corporation. The Company has received from Dr. Chu an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the opinion that Dr. Chu maintains an independent view of the Company's affairs and is able to carry out his duties as an independent non-executive director in an impartial manner. The Board therefore recommends the re-election of Dr. Chu as an independent non-executive director notwithstanding the fact that Dr. Chu has served the Company for more than nine years.

There is no information in relation to Dr. Chu that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed above, there are no other matters concerning the re-election of Dr. Chu that need to be brought to the attention of the shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 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 24 August, 2015 at Block B, 14/F., 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, 2015;
2.
 - (a) To re-elect Mr. Ip Man Hon as an executive director of the Company;
 - (b) To re-elect Mr. Chiu Ngar Wing as an independent non-executive director of the Company;
 - (c) To re-elect Dr. Chu Chor Lup as an independent non-executive director of the Company; and
 - (d) 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):

“**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 2 September, 2015. 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.

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

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 notorially 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 20 August, 2015 to 24 August, 2015 (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 19 August, 2015.
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. Ip Man Hon, 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.