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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 Friday, 26 August 2022 at 14/F., Block B, Vita Tower, 29 Wong Chuk Hang Road, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

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, 2022;
2.
  - (a) to re-elect Mr. Chan Ming Him Denny as an executive director of the Company;
  - (b) To re-elect Mr. Wu Kwok Lam 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;
  - (e) to re-elect Dr. Law Ka Hung as an independent non-executive director of the Company; and
  - (f) to authorize the board of directors to fix the directors’ remuneration.
3. to re-appoint SHINEWING (HK) CPA Limited as the Company’s auditors and to authorise the board of directors to fix their remuneration;

\* *For identification purpose only*

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

**“THAT:**

4. (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).”

5. conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Shares falling to be issued pursuant to the exercise of the share options which may be granted under the share option scheme (the “Share Option Scheme”), a copy of which is tabled at the meeting and signed by the chairman of this meeting for the purpose of identification, the Share Option Scheme be and are hereby approved and adopted and the directors of the Company be and are hereby authorised to grant options and to allot, issue and deal with Shares pursuant to the exercise of any option granted thereunder and to take all such acts and enter into all such transactions, arrangements and agreements as they may consider necessary or expedient to implement or give full effect to the Share Option Scheme.”

## SPECIAL RESOLUTION

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

6. **“THAT:**

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing articles of association of the Company, the details of which are set forth in Appendix III to the circular of the Company dated 22 July 2022 (the **“Circular”**), be and are hereby approved;
- (b) the amended and restated articles of association of the Company (incorporating the Proposed Amendments) (the **“Amended and Restated Articles of Association”**) in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialed by the chairman of the meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect; and
- (c) any one director, secretary or registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and 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 notarially certified copy of that power or authority, at the office of the Company's Hong Kong branch registrar ("Branch Registrar"), Pilare Limited, at 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, 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 and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Wednesday, 24 August 2022 to Friday, 26 August 2022 (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 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 23 August 2022.
4. In relation to the proposed resolution numbered 4 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.
5. If a black rainstorm warning signal or a tropical cyclone warning signal No. 8 or above is in force on or after 2:30 p.m. on the date of the Meeting, the Meeting will be adjourned to Friday, 2 September 2022 at the same time and venue irrespective of whether a black rainstorm warning signal or a tropical cyclone warning signal No. 8 or above is hoisted or not. All forms of proxy deposited with the Branch Registrar, Pilare Limited, for the purposes of AGM will remain valid for the adjourned meeting.

*As at the date of this announcement, the Board comprises Mr. Chan Chung Yee, Hubert, Mr. Chan Chung Yin, Roy, Mr. Chan Ming Him, Denny, Mr. Wu Kwok Lam, Mr. Ip Man Hon and Mr. Lam Man Hau as executive directors and Mr. Chiu Ngar Wing, Dr. Chu Chor Lup and Dr. Law Ka Hung as independent non-executive directors.*