
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 of HKC International Holdings Limited to be held at 14/F., Block B, Vita Tower, 29 Wong Chuk Hang Road, Hong Kong on 22 August, 2016 at 4:30 p.m. is set out on pages 15 to 18 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

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 14/F., Block B, Vita Tower, 29 Wong Chuk Hang Road, Hong Kong on Monday, 22 August 2016, the notice of which is set out on pages 15 to 18 of this circular
“associates”	has the same meaning as defined under the Listing Rules
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Director(s)”	director(s) of the Company
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares the aggregate nominal amount of which shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the enabling resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 July 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

EXPECTED TIMETABLE

The expected timetable in relation to the proposed issue of bonus shares is set out below:

2016

Latest time for lodging transfer of Shares for entitlement to attend and vote at the AGM	4:30 p.m. on Wednesday, 17 August
Closure of register of members to ascertain Shareholders' entitlement to attend and vote at the AGM	Thursday, 18 August to Monday, 22 August (both days inclusive)
Latest time and date for lodging proxy forms for the AGM	4:30 p.m. on Saturday, 20 August
Record date for determining entitlement to attend and vote at the AGM	Monday, 22 August
AGM	4:30 p.m. on Monday, 22 August
Publication of poll results of AGM	Monday, 22 August
Last day of dealings in Shares on a cum-entitlement basis	Wednesday, 24 August
First day of dealings in Shares on an ex-entitlement basis	Thursday, 25 August
Latest time for lodging transfers of Shares for entitlement to bonus shares	4:30 p.m. on Friday, 26 August
Closure of register of members for entitlement to bonus shares	Monday, 29 August to Wednesday, 31 August (both days inclusive)
Record Date for determining the entitlement to bonus shares	Wednesday, 31 August
Despatch of share certificates of bonus shares	Wednesday, 14 September
Commencement of dealings in bonus shares	9:00 a.m. on Thursday, 15 September

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 & Chief Executive Officer)
Chan Chung Yin, Roy
Chan Ming Him, Denny
Wu Kwok Lam
Ip Man Hon
Chow So Fan, Candy
Leung Shing Koon

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

20 July, 2016

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. Chan Ming Him, Denny, Mr. Wu Kwok Lam, Ms. Chow So Fan, Candy, Mr. Leung Shing Koon, Mr. Chiu Ngar Wing, Dr. Chu Chor Lup and Dr. Law Ka Hung 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 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 31 August, 2016. 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 797,012,037 shares. On the basis of such figure, and assuming there is no issue of shares prior to 31 August, 2016, the number of bonus shares to be issued is 199,253,009 shares.

LETTER FROM THE BOARD

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
- (b) the Listing Committee of the Stock Exchange granting listing of and permission to deal in the bonus shares.

REASONS FOR THE ISSUE OF BONUS SHARES

The Board believes that the issue of bonus shares is to enable the Shareholders to enjoy a pro-rata increase in the number of Shares being held in the Company without incurring any costs, which is for the benefit of Shareholders. The Shareholders may elect either to dispose of the bonus shares or to retain the bonus shares at their discretion.

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 18 August, 2016 to 22 August, 2016 (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 17 August, 2016.

To qualify for the proposed bonus shares

The register of members of the Company will be closed from 29 August, 2016 to 31 August, 2016 (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 26 August, 2016.

LISTING, DEALINGS AND SHARE CERTIFICATES FOR THE BONUS SHARES

Application has been made to the Listing Committee of the Stock Exchange for the granting of listing and permission to deal in the bonus shares. The Directors do not intend to apply for listing of or permission to deal in the bonus shares on any stock exchange other than the Stock Exchange.

LETTER FROM THE BOARD

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.

It is expected that share certificates for the bonus shares will be posted by ordinary post on or about 14 September, 2016 after all the conditions of the bonus issue have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on 31 August, 2016 (“Record Date”). Dealings in the bonus shares on the Stock Exchange are expected to commence on 15 September, 2016.

OVERSEAS SHAREHOLDERS

The issue of bonus shares to overseas Shareholders may be affected by the laws of their relevant jurisdictions.

All Shareholders residing outside Hong Kong should consult their bankers or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the bonus shares.

As at the Latest Practicable Date, there was no overseas shareholder as shown in the register of members of the Company. Should there be any overseas shareholders whose addresses as shown in the register of members of the Company on the Record Date are in jurisdictions outside Hong Kong, enquiry will be made by the Board pursuant to rule 13.36(2)(a) of the Listing Rules. Based on the results of such enquiry, if the Board is of the view that the exclusion of the overseas Shareholders is necessary or expedient, the bonus shares will not be granted to these non-qualifying Shareholders. In such circumstances, arrangements will be made for the bonus shares which would otherwise have been issued to these non-qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealings in the bonus shares commence. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the non-qualifying Shareholders, if any, pro rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case it will be retained for the benefits of the Company. It is the responsibility of the Shareholders (including Overseas Shareholders) to observe the local legal requirements applicable to the Shareholders for taking up and on-sale (if applicable) of the bonus shares under the bonus issue.

LETTER FROM THE BOARD

ODD LOT ARRANGEMENT

In order to alleviate the difficulties arising from the existence of odd lots of Shares due to the bonus issue, the Company has appointed Upbest Securities Company Limited as the designated broker to stand in the market to provide matching services for the odd lots of the Shares on a best effort basis during the period from Thursday, 15 September, 2016 to Friday, 14 October, 2016 (both days inclusive). Holders of odd lots of the Shares who wish to take advantage of these services either to dispose of their odd lots of the Shares or to top up to a board lot of 4,000 Shares may directly or through their brokers contact Mr. Ling Man Sing of Upbest Securities Company Limited at 2/F., Wah Kit Commercial Centre, 302 Des Voeus Road Central, Hong Kong or at telephone number (852) 2545 3298 during the aforesaid period.

Shareholders should note that the above matching services are on a best effort basis only and successful matching of the sale and purchase of odd lots of Shares is not guaranteed. Shareholders who are in doubt about such matching services are recommended to consult their own professional advisers.

RENEWAL OF THE GENERAL MANDATE TO ISSUE SHARES

At the AGM of the Company held on 24 August, 2015, 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 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 797,012,037 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 159,402,407 shares representing 20 per cent of the issued share capital of the Company.

AGM

A notice convening the AGM to be held at 14/F., Block B, Vita Tower, 29 Wong Chuk Hang Road, Hong Kong on 22 August, 2016 at 4:30 p.m. is set out on pages 15 to 18 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.

LETTER FROM THE BOARD

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. CHAN Ming Him, Denny, aged 57, joined the group in 1999 with over 15 years of experience in the telecommunications industry in China. He graduated from McMaster University, Canada with a Master's Degree in Engineering.

Mr. Chan has entered into a letter of appointment with the Company for a term of three years in relation to his appointment as an executive director. Mr. Chan is entitled to a monthly salary of HK\$14,688 and a discretionary bonus to be determined by the Board. The remuneration of Mr. Chan was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

Mr. Chan 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. Chan is interested in 1,546,875 shares of the Company, representing approximately 0.194% of the issued share capital of the Company as at the Latest Practicable Date.

There is no information in relation to Mr. Chan 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. Chan that need to be brought to the attention of the Shareholders.

Mr. WU Kwok Lam, aged 54, joined the group in 1989 and is the general manager and chief financial officer of the Group. He earned his MBA degree from Murdoch University, Australia and has over 25 years of extensive experience in the accounting and finance field. He is also an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Wu is also the company secretary of the Company.

Mr. Wu has entered into a letter of appointment with the Company for a term of three years in relation to his appointment as an executive director. Mr. Wu is entitled to a monthly salary of HK\$70,710 and a discretionary bonus to be determined by the Board. The remuneration of Mr. Wu was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

Mr. Wu 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. Wu 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.

There is no information in relation to Mr. Wu 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. Wu that need to be brought to the attention of the Shareholders.

Mr. LEUNG Shing Koon, aged 55, joined the group in 2015. He was the General Manager of EMC Hong Kong and Macau for the period from January 1999 to August 2015, responsible for overseeing the company's overall business strategy and sales operations in these markets. With more than 30 years of experience in the information and communications technology ("ICT") industry, Mr. Leung is keen on driving the development of the local ICT industry as well as coaching and nurturing local IT talent. Mr. Leung graduated at the University of Birmingham, UK with a bachelor's degree in Electronic and Electrical Engineering.

Mr. Leung has entered into a letter of appointment with the Company for a term of one year in relation to his appointment as an executive director. Mr. Chan is entitled to a monthly fee of HK\$30,000 and a discretionary bonus to be determined by the Board. The remuneration of Mr. Leung was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

Mr. Leung 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. Leung's wife, Mrs. Chow Yuk Yee, is interested in 280,000 Shares of the Company representing approximately 0.0058% of the issued share capital of the Company as at the Latest Practicable Date.

There is no information in relation to Mr. Leung 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. Leung that need to be brought to the attention of the Shareholders.

Ms. CHOW So Fan, Candy, aged 48, joined the group in 2012 with over 20 years of marketing and business development experience in telecommunication and information technology industry. She obtained an MBA in International Business and Marketing from University of Western Australia.

Ms. Chow has entered into a letter of appointment with the Company for a term of one year in relation to her appointment as an executive director. Ms. Chow is entitled to a monthly salary of HK\$49,057 and a discretionary bonus to be determined by the Board. The remuneration of Ms. Chow was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

Ms. Chow 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.

Ms. Chow 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.

There is no information in relation to Ms. Chow 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 Ms. Chow that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHIU Ngar Wing, aged 62, 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 63, 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 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.

Dr. LAW Ka Hung, aged 61, worked as a visiting lecturer (part-time) in the Department of Logistics and Maritime Studies of the Hong Kong Polytechnic University from 2012 to 2016. Dr. Law was awarded a Master of Science degree from Warwick University in July 1988 and a Doctor of Business Administration degree from the Hong Kong Polytechnic University in November 2001. He has been admitted as a full member of the Hong Kong Computer Society since January 1989. He is also the independent non-executive director of Baguio Green Group Ltd (stock code: 1397).

Dr. Law 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. Law is entitled to the annual director fee of HK\$30,000. The remuneration of Dr. Law was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

Dr. Law 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. Law 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. The Company has received from Dr. Law an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

There is no information in relation to Dr. Law 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. Law 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 22 August, 2016 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, 2016;
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. Leung Shing Koon as an executive director of the Company;
 - (d) To re-elect Ms. Chow So Fan, Candy as an executive director of the Company;
 - (e) To re-elect Mr. Chiu Ngar Wing as an independent non-executive director of the Company;
 - (f) To re-elect Dr. Chu Chor Lup as an independent non-executive director of the Company;
 - (g) To re-elect Dr. Law Ka Hung as an independent non-executive director of the Company; and
 - (h) 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 purposes only*

NOTICE OF ANNUAL GENERAL MEETING

“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 31 August, 2016. 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

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(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).”

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 18 August, 2016 to 22 August, 2016 (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 17 August, 2016.

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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 Ming Him, Denny, Mr. Wu Kwok Lam, Mr. Leung Shing Koon, Ms. Chow So Fan, Candy, Mr. Chiu Ngar Wing, Dr. Chu Chor Lup and Dr. Law Ka Hung 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.