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## **VANTAGE INTERNATIONAL (HOLDINGS) LIMITED**

**盈信控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 15)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (“AGM”) of Vantage International (Holdings) Limited (the “**Company**”) will be held at Peony Room and Narcissus Room, 2/F, Royal Garden Hotel, 69 Mody Road, Tsimshatsui, Kowloon, Hong Kong on 31 August 2018 (Friday) at 11:15 a.m. for the purpose of considering and, if though fit, passing the following resolutions (unless otherwise indicated, capitalized terms used in this notice have the same meanings as defined in the circular of the Company dated 20 July 2018) (the “**Circular**”):

#### **ORDINARY BUSINESS**

1. To receive and adopt the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 March 2018.
2. To declare a final dividend of HK\$0.02 per share (HK2 cents per share) of the Company in respect of the year ended 31 March 2018.
3. To re-elect Mr. YAU Kwok Fai as an Executive Director.
4. To re-elect Ms. LAU Tsz Kwan, Jone as an Executive Director.
5. To re-elect Prof. KO Jan Ming as an Independent Non-executive Director.
6. To re-elect The Hon. IP Kwok Him, *GBM, GBS, JP*, as an Independent Non-executive Director.
7. To re-elect Mr. FUNG Pui Cheung, Eugene as an Independent Non-executive Director.

8. To authorise the Board to fix the remuneration of the Directors.
9. To re-appoint Ernst & Young as the Company's auditor and to authorise the Board to fix their remuneration.

### **SPECIAL BUSINESS**

10. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers to allot, issue and deal with additional shares in the share capital of the Company under paragraph (a) of this resolution after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of any option granted under any share option scheme or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company, shall not exceed the aggregate of:
  - (i) twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution; and
  - (ii) (if the Directors are so authorised by a separate ordinary resolution of the members of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution), and the said authority pursuant to paragraph (a) above shall be limited accordingly; and

(d) for the purpose 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 following the passing of this resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s Bye-laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by an ordinary resolution of the members of the Company in general meeting.

**“Rights Issue”** means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company of any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of the Company thereof (subject to such exclusions 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 laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory).”

11. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

**“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 the powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws and/or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which might be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval be limited accordingly; and

(c) for the purpose 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 any applicable laws or the Company’s Bye-laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by an ordinary resolution of the members of the Company in general meeting.”

12. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“**THAT**, subject to the passing of Resolutions nos. 10 and 11 set out in this notice, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution no. 10 set out in this notice be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to Resolution no. 11 set out in this notice, provided that such amount of shares of the Company shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

13. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**:

- (a) subject to and conditional upon (i) the passing of the necessary resolution by the shareholders of Able Engineering Holdings Limited (安保工程控股有限公司), an indirect non-wholly-owned subsidiary of the Company, in general meeting to approve and adopt the Subsidiary Share Option Scheme, the rules of which are contained in the document marked “A” produced to this meeting and for the purpose of identification signed by the chairman of the meeting and a summary of the terms of which is contained in Appendix III to the Circular in which this notice of meeting is set out, and to authorize the directors of Able Holdings to grant Options to subscribe for Able Shares thereunder and to allot, issue and deal with Able Shares pursuant to the exercise of any Options granted under the Subsidiary Share Option Scheme;

and (ii) the Listing Committee of The Stock Exchange granting approval for the listing of and permission to deal in any Able Shares to be issued pursuant to the exercise of Options which may be granted under the Subsidiary Share Option Scheme, the Subsidiary Share Option Scheme be and is hereby approved and adopted;

- (b) the directors of Able Holdings be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as they may in their absolute discretion consider necessary, desirable or expedient in order to give full effect to the Subsidiary Share Option Scheme including but without limitation:
- (i) to administer the Subsidiary Share Option Scheme under which Options will be granted to Participants eligible under the Subsidiary Share Option Scheme to subscribe for Able Shares, including but not limited to, to grant Options to the Participants in accordance with the Subsidiary Share Option Scheme and to handle all matters necessary in relation to, expedient or incidental to the grant of Options under the Subsidiary Share Option Scheme;
  - (ii) to allot, issue and deal with any Able Shares pursuant to the exercise of the subscription rights under any Options which may be granted from time to time in accordance with the terms of the Subsidiary Share Option Scheme; and
  - (iii) to modify and/or amend the Subsidiary Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Subsidiary Share Option Scheme relating to modification and/or amendment and the requirements of the Listing Rules; and
- (c) the Directors of the Company be and are hereby authorised to execute all such documents and take all such steps as they may deem necessary, desirable or expedient to effect the adoption of the Subsidiary Share Option Scheme by Able Holdings.”

By Order of the Board  
**VANTAGE INTERNATIONAL (HOLDINGS) LIMITED**  
**NGAI Chun Hung**  
*Chairman*

Hong Kong, 20 July 2018

*Notes:*

1. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith. Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. However, If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a Shareholder but must be present in person at the AGM to represent the Shareholder.
2. Where there are joint holders of any share of the Company (“**Share**”), any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
3. 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 notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for holding the AGM (or any adjournment thereof).
4. Completion and return of the proxy form in respect of the proposed resolutions for the AGM will not preclude a Shareholder from attending and voting in person at the AGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the AGM (or any adjournment thereof) will be deemed to have been revoked.
5. To determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 28 August 2018, Tuesday to 31 August 2018, Friday (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure all share transfer documents accompanied by the relevant share certificates are lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 pm on 27 August 2018, Monday.
6. Subject to the approval of the final dividend by the Shareholders at the forthcoming AGM, for the purposes of ascertaining the entitlement to the final dividend, the register of members of the Company will be closed from 10 September 2018, Monday to 11 September 2018, Tuesday (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for the final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 pm on 7 September 2018, Friday.

7. All proposed resolutions set out in this notice will be voted by Shareholders and by way of poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (The “**Stock Exchange**”) at the AGM. The poll results will be published on the website of the Company ([www.capitalfp.com.hk/eng/index.jsp?co=15](http://www.capitalfp.com.hk/eng/index.jsp?co=15)) and the website of The Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) following the AGM.
8. Shares abstained (if any) will not be counted in the calculation of the required majority.
9. The registration for attending the AGM will start at 11:00 a.m. on 31 August 2018, Friday.
10. In the event that a gale warning (tropical cyclone no. 8 or above) or black rainstorm warning is in effect at any time between 9:00 a.m. and 11:00 a.m. on the day of the AGM, the AGM may be postponed to a later date and/or time as determined by the Company. If postponed, the Company will, as soon as practicable, post an announcement on its website and on the website of The Stock Exchange to notify Shareholders that the AGM has been postponed (however, a failure to post such a notice shall not affect the postponement of such AGM). The Shareholders may also telephone the Company’s hotline on (852) 2796 0960 to enquire whether the AGM has been postponed. When the date, time and location of the rescheduled AGM has been fixed, the Company will post a further announcement on its website and on the website of The Stock Exchange to notify Shareholders of the date, time and location of the rescheduled AGM. At least seven clear days’ notice shall be given of the rescheduled AGM. Shareholders should in any event exercise due care and caution when deciding to attend the AGM in adverse weather conditions.
11. As at the date hereof, the Board comprises three Executive Directors, namely, Mr. NGAI Chun Hung (*Chairman*), Mr. YAU Kwok Fai (*Deputy Chairman and Chief Executive Officer*) and Ms. LAU Tsz Kwan, Jone; one Non-executive Director, namely, Dr. LEE Man Piu, Albert; and three Independent Non-executive Directors, namely, Prof. KO Jan Ming, The Hon. IP Kwok Him, *GBM, GBS, JP* and Mr. FUNG Pui Cheung, Eugene.
12. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.