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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 (or any adjournment thereof) (“**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 4 September 2020 (Friday) at 11:20 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (unless otherwise indicated, capitalised terms used in this notice have the same meanings as defined in the circular of the Company dated 24 July 2020) (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 2020.
2. To re-elect Mr. NGAI Chun Hung as an Executive Director.
3. To re-elect Prof. KO Jan Ming as an Independent Non-executive Director.
4. To re-elect The Hon. IP Kwok Him, *GBM, GBS, JP*, as an Independent Non-executive Director.
5. To authorise the Board to fix the remuneration of the Directors.
6. To re-appoint Ernst & Young as the Company’s auditor and to authorise the Board to fix their remuneration.

\* *For identification purposes only*

## **SPECIAL BUSINESS**

7. 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 during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) 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 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 adopted by the Company, 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 bought back 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the members of the Company in a 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 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 and regulations of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back 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 bought back by the Company pursuant to the approval in paragraph (a) above 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 the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the members of the Company in a general meeting.”

9. 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. 7 and 8 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. 7 set out in this notice be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital of the Company which has been bought back by the Company since the granting of such general mandate pursuant to Resolution no. 8 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.”

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

Hong Kong, 24 July 2020

*Notes:*

1. A form of proxy for use at the AGM is enclosed herewith. Any member/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 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. In order to be valid, the original 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 at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM.
3. 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 should he/she so wishes and in such event, the proxy form for the AGM will be deemed to have been revoked.
4. 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.
5. To determine the entitlement to attend and vote at the AGM to be held on 4 September 2020, Friday, the register of members of the Company will be closed from 1 September 2020, Tuesday to 4 September 2020, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on 31 August 2020, Monday.
6. Detailed information on the business to be transacted at the Meeting is set out in the Circular.
7. All proposed resolutions set out in this notice will be voted by way of poll at the AGM as required under the Listing Rules. 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 4 September 2020, Friday.
10. As at the date hereof, the Board comprises two Executive Directors, namely, Mr. NGAI Chun Hung (Chairman) and Mr. YAU Kwok Fai (Deputy Chairman and Chief Executive Officer); 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. MONG Chan.

11. **To safeguard the health and safety of our attending Shareholders, staff and other stakeholders of the Company and to prevent the spreading of COVID-19 in Hong Kong, the Company will implement the following precautionary measures at the AGM:**
- (a) entry to the AGM venue will only be allowed to Shareholder, proxy or other attendee who does not have any symptoms of COVID-19, including runny nose, headache, cough, sore throat, and fever, and has passed body temperature check;**
  - (b) compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied into the AGM venue or be required to leave the AGM venue;**
  - (c) each attendee is required to wear a surgical face mask properly throughout the AGM and inside the AGM venue, and to maintain a safe distance between seats. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own surgical facial masks;**
  - (d) no refreshment will be served at the AGM venue, and there will be no corporate gift; and**
  - (e) each attendee may be asked to declare whether (i) he/she travels outside of Hong Kong within the 14-day period immediately before the AGM, and (ii) he/she is subject to any HKSAR Government prescribed quarantine. Anyone whose response is affirmative to any of these questions may be denied entry into the AGM venue or be required to leave the AGM venue.**

**Subject to the development of COVID-19 and the regulations and measures introduced or to be introduced by the HKSAR Government, the Company may implement further precautionary measures. The Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. The Company encourages Shareholders to consider appointing the chairman of the AGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the AGM as an alternative to attend the AGM in person, by completing and returning the proxy form enclosed.**

12. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.