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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Vantage International (Holdings) Limited (the “**Company**”) will be held at No. 155 Waterloo Road, Kowloon Tong, Kowloon, Hong Kong on Wednesday, 7 October 2020 at 10:00 a.m. (Hong Kong time) or immediately after the conclusion or adjournment of the court meeting (the “**Court Meeting**”) of the registered holders (the “**Scheme Shareholders**”) of the shares in the share capital of the Company (other than those held by Fame Yield International Limited (名成國際有限公司) (the “**Offeror**”), Winhale Ltd. and Mr. NGAI Chun Hung) (the “**Scheme Shares**”) convened at the direction of the Supreme Court of Bermuda (the “**Bermuda Court**”) for the same place and day, whichever is later, for the purposes of considering and, if thought fit, passing the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** for the purposes of giving effect to the scheme of arrangement (the “**Scheme**”) between the Company and the Scheme Shareholders as set out in the composite scheme document dated 3 September 2020 (the “**Scheme Document**”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting:

- (a) on the Effective Date (as defined in the Scheme), any reduction of the issued share capital of the Company as a result of the cancellation of the Scheme Shares be and is hereby approved;
- (b) subject to and simultaneously with the cancellation of the Scheme Shares, the issued share capital of the Company shall be maintained to the amount immediately prior to the cancellation of the Scheme Shares by applying the credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares to pay up in full at par such number of new shares (the “**New Shares**”) to be issued to the Offeror and the directors of the Company be and are hereby authorised to allot and issue the New Shares to the Offeror accordingly;

* *For identification purposes only*

- (c) subject to the Scheme taking effect, the withdrawal of listing of the shares of the Company on The Stock Exchange of Hong Kong Limited be and is hereby approved; and
- (d) any one of the directors of the Company be and is hereby authorised to do all acts and things as considered by him to be necessary or desirable in connection with the completion of the Scheme, including, without limitation, the giving or implementation of consent to any modifications of or additions to the Scheme or to any conditions which the Bermuda Court may see fit to impose and to do all other acts and things as considered by him to be necessary or desirable in connection with the Scheme or in order to give effect to the transactions referred to above.”

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

Hong Kong, 3 September, 2020

Principal Place of Business:
No. 155 Waterloo Road
Kowloon Tong
Kowloon, Hong Kong

As at the date of this notice, the Board comprises:

Executive Directors

Mr. NGAI Chun Hung (Chairman) and Mr. YAU Kwok Fai (Deputy Chairman and Chief Executive Officer)

Non-Executive Director

Dr. LEE Man Piu, Albert

Independent Non-Executive Directors

Pro. KO Jan Ming, The Hon. IP Kwok Him and Mr. MONG Chan

Notes:

1. For the purpose of determining the entitlement of the Shareholders to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 30 September 2020 to Wednesday, 7 October 2020 (both days inclusive) and, during such period, no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 29 September 2020.
2. Any member entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is appointed.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Where there are joint registered holders of any share of the Company, any one of such joint holders may vote at the SGM either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of such joint holding.
5. A form of proxy for use in connection with the SGM is enclosed.
6. The health of the shareholders of the Company (the "**Shareholders**"), staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the SGM to protect attending Shareholders, staff and stakeholders from the risk of infection:
 - (i) compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue;
 - (ii) each attendee is required to wear a surgical face mask properly throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats;
 - (iii) no refreshment will be served, and there will be no corporate gift; and
 - (iv) each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the SGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) instead of attending the meeting in person by completing and return the proxy form enclosed with the Scheme Document.

7. References to time and dates in this notice are to Hong Kong time and dates.