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CHTC FONG'S INTERNATIONAL COMPANY LIMITED

中國恒天立信國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 641)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of CHTC Fong's International Company Limited (the "**Company**") will be held at Level 13, Tower 2, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong on Thursday, 9 June 2022 at 11:00 a.m. for the following purposes:

1. To consider and approve the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2021.
2. To declare a final dividend of 1 HK cent per share for the year ended 31 December 2021.
3. To re-elect Mr. Fong Kwok Leung, Kevin as a non-executive director of the Company.
4. To re-elect Mr. Tong Wing Chi as an independent non-executive director of the Company.
5. To re-elect Dr. Jiang Gaoming as an independent non-executive director of the Company.
6. To authorise the board of directors of the Company to fix the directors' remuneration.
7. To re-appoint PKF Hong Kong Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix its remuneration.
8. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as an ordinary resolution of the Company:

"THAT the maximum number of directors of the Company be fixed at 11."

9. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** the directors of the Company be authorised to fill any vacancies on the board of directors of the Company and to appoint additional directors up to such maximum as may be determined from time to time by shareholders of the Company in addition to those in office at the date of passing this resolution.”

10. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**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 powers of the Company to repurchase its own shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes 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 the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

11. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.05 each in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereafter defined), or (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted by the Company and/or its subsidiaries for the grant or issue of shares or rights to acquire shares in the capital of the Company, or (iii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company, or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of shares 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 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 the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or issue of options to subscribe for shares open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 law of, or the requirements of any recognised regulatory body or any stock exchange, in any territory applicable to the Company).”

12. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** the general mandate granted to the directors of the Company pursuant to resolution numbered 11 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total number of shares of the Company repurchased by the Company pursuant to the exercise by the directors of the Company of the powers of the Company to repurchase such shares since the granting of such general mandate referred to in the above resolution numbered 10 provided that such number shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution.”

13. As special business, to consider and, if thought fit, approve, with or without amendments, the following resolution as a special resolution of the Company:

“THAT:

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-laws**”), the details of which are set out in Appendix III to the circular of the Company dated 10 May 2022, be and are hereby approved;
- (b) the new bye-laws of the Company (the “**New Bye-laws**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Bye-laws with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of New Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.”

By order of the Board
CHTC Fong’s International Company Limited
Lee Che Keung
Company Secretary

Hong Kong, 10 May 2022

Notes:

1. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 6 June 2022 to Thursday, 9 June 2022, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 2 June 2022.
2. Subject to the approval of shareholders at the meeting, the proposed final dividend will be payable on Thursday, 30 June 2022 to shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Friday 17 June 2022. The register of members of the Company will be closed from Wednesday, 15 June 2022 to Friday, 17 June 2022, both days inclusive, for the purpose of determining the entitlements of the shareholders to the proposed final dividend. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Branch Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 14 June 2022.

3. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or, if he is a holder of more than one share, proxies to attend and vote in his stead. A proxy need not be a member of the Company.
4. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. 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 certified copy of that power or authority, must be deposited at the principal place of business of the Company in Hong Kong at Level 13, Tower 2, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
6. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.
7. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all the resolutions set out in the notice convening the meeting will be voted by way of poll at the meeting.
8. In view of the recent development of the coronavirus epidemic caused by coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of the shareholders of the Company, a series of epidemic precautionary measures will be implemented at the venue of the meeting:
 - (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of the meeting. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue; and
 - (ii) every person is required to wear a face mask at the venue of the meeting.
9. The Company will not serve refreshment at the meeting to avoid the coming into close contact amongst participants. The Company wishes to remind its shareholders and other participants who will attend the meeting in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the meeting. The Company also advises its shareholders to attend and vote at the meeting by way of non-physical presence. The shareholders of the Company may choose to vote by filling in and submitting the relevant proxy form of the meeting, and appoint the chairman of the meeting as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the meeting in person.

As at the date of this announcement, the Company's Executive Directors are Mr. Ye Maoxin (Chairman), Mr. Guan Youping (General Manager) and Ms. Guo Yunfei (Financial Controller); the Non-executive Director is Mr. Fong Kwok Leung, Kevin; and the Independent Non-executive Directors are Mr. Tong Wing Chi, Dr. Jiang Gaoming and Mr. Li Jianxin.