
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any 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 CT Vision S.L. (International) Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



CT Vision S.L. (International) Holdings Limited
中天順聯(國際)控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 994)

**(1) PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 20 June 2024 at 10:00 a.m. is set out on pages AGM-1 to AGM-7 of this circular.

A form of proxy for the annual general meeting of the Company is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

29 April 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	I-1
APPENDIX II – DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING	II-1
NOTICE OF ANNUAL GENERAL MEETING	AGM-1

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 20 June 2024 at 10:00 a.m. (or any adjournment thereof)
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-7 of this circular
“Articles”	the existing articles of association of the Company
“Amendments”	the proposed amendments to the Memorandum and the Articles set out in Appendix III to this circular
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	CT Vision S.L. (International) Holdings Limited (中天順聯(國際)控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Dr. Ho”	Dr. Ho Chung Kit Gregory (何俊傑博士), a non-executive Director
“Extension Mandate”	as defined in paragraph 3 under the paragraph headed “2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES” of the “Letter from the Board” contained in this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	as defined in paragraph 1 under the paragraph headed “2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES” of the “Letter from the Board” contained in this circular
“Latest Practicable Date”	23 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the existing memorandum of association of the Company
“Mr. Ding”	Mr. Ding Ji (丁驥先生), an executive Director
“Mr. Guo”	Mr. Guo Jiangfeng (郭劍峰先生), an executive Director and the vice chairman of the Board
“Mr. Ng”	Mr. Ng Kwun Wan (吳冠雲先生), a non-executive Director
“Repurchase Mandate”	as defined in paragraph 2 under the paragraph headed “2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES” of the “Letter from the Board” contained in this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Venue”	2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong

LETTER FROM THE BOARD



CT Vision S.L. (International) Holdings Limited
中天順聯(國際)控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 994)

Executive Directors:

Mr. Wu Rui (*Vice chairman*)
Mr. Guo Jianfeng
Mr. Sun Dexin
Mr. Ding Ji

Registered office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Non-executive Directors:

Mr. Lu Qiwei
Dr. Ho Chun Kit Gregory

*Head office and principal place of
business in Hong Kong:*

Room Nos 808-814, 8th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai, Hong Kong

Independent non-executive Directors:

Dr. Tang Dajie
Mr. Ng Kwun Wan
Dr. Lin Tat Pang

29 April 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, among other matters, the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of Directors.

This circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

The AGM Notice is set out on pages AGM-1 to AGM-7 of this circular.

2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to approve the granting to the Directors of a general and unconditional mandate to allot, issue or deal with issued Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing the relevant resolution (the “**Issue Mandate**”). As at the Latest Practicable Date, a total of 928,006,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 185,601,200 Shares.

At the AGM, an ordinary resolution will also be proposed to approve the granting to the Directors of a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing such resolution (the “**Repurchase Mandate**”). As at the Latest Practicable Date, a total of 928,006,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 92,800,600 Shares.

In addition, an ordinary resolution will be proposed at the AGM that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the aggregate number of Shares in issue as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares of which may be allotted and issued under the Issue Mandate (the “**Extension Mandate**”).

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the end of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting of the Company. With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue or repurchase any Shares pursuant thereto.

Under the Listing Rules, the Company is required to give to all Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. RE-ELECTION OF DIRECTORS

The Board currently consists of four executive Directors, namely Mr. Wu Rui, Mr. Sun Dexin, Mr. Ding and Mr. Guo, two non-executive Directors, namely Dr. Ho and Mr. Lu and three independent non-executive Directors, namely Dr. Tang Dajie, Mr. Ng and Dr. Lin Tat Pang.

Pursuant to Article 112 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting. Accordingly, Mr. Ding who was being appointed before the AGM will retire, and being eligible, offer himself for re-election. Particulars of Mr. Ding is set out in Appendix II to this circular.

Pursuant to Article 108(a) of the Articles, Mr. Guo, Mr. Ng and Dr. Ho will retire as Directors by rotation and, being eligible, offer themselves for re-election. Particulars of Mr. Guo, Mr. Ng and Dr. Ho are set out in Appendix II to this circular.

4. RE-APPOINTMENT OF AUDITOR

The Board (which agreed with the view of the audit committee of the Company) recommended that, subject to the approval of the Shareholders at the AGM, Messrs. ZHONGHUI ANDA CPA Limited be re-appointed as the auditor of the Company for the year ending 31 December 2024.

LETTER FROM THE BOARD

5. AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on pages AGM-1 to AGM-7 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for holding the AGM or any adjournment thereof to the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, (i) no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM; and (ii) as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he/she/it has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his/her/its Shares to a third party, either generally or on a case- by-case basis.

6. RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 17 June 2024 to 20 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on 14 June 2023.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board of Directors

CT Vision S.L. (International) Holdings Limited

Sun Dexin

Executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. THE LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 928,006,000 Shares in issue. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of its issued share capital at the date of the passing of the proposed resolution granting the Repurchase Mandate.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 92,800,600 Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles, the Companies Act and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or repurchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might not have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The monthly highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months, and up to the Latest Practicable Date were as follows:

Month	Highest (HK\$)	Lowest (HK\$)
2023		
April	0.78	0.71
May	0.76	0.48
June	0.59	0.40
July	0.55	0.42
August	0.57	0.45
September	0.48	0.415
October	0.42	0.315
November	0.51	0.335
December	0.46	0.3
2024		
January	0.395	0.29
February	0.35	0.295
March	0.335	0.242
April (up to the Latest Practicable Date)	0.285	0.204

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder’s proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the controlling Shareholders were (i) CT Vision Investment Limited (“**CT Vision Investment**”) which owned approximately 51.63% of the issued share capital of the Company; and (ii) Ms. Lin Zhiling (“**Ms. Lin**”), who owned approximately 44.8% of CT Vision Investment and was deemed to be interested in the Shares held by CT Vision Investment for the purposes of the SFO.

In the event that the Repurchase Mandate was exercised in full, the interest of CT Vision Investment and Ms. Lin in the Company will be increased from approximately 51.63% to approximately 57.37%. On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchase of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under the Takeovers Code. The Company has no intention to exercise the Repurchase Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of shares held by the public being reduced to less than 25% of the issued share capital of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the retiring Directors eligible for re-election at the AGM are set out below:

Mr. Ng Kwun Wan (“**Mr. Ng**”), aged 60, is an independent non-executive Director of our Group.

Mr. Ng has over 20 years of experience in management, accounting and finance industry. From November 1994 to August 2004, he worked for New World Development (China) Limited and New World China Enterprises Projects Limited, both are the wholly-owned subsidiaries of New World Development Company Limited, a company listed on the Stock Exchange (stock code: 00017), with his last position as a deputy general manager. He then joined Smart Faith Management Limited, a subsidiary of South China Holdings Company Limited, a company listed on the Stock Exchange (stock code: 00413), as a general manager of industrial operations in the real estate department and was responsible for overseeing the company’s operations in the Tianjin Region from September 2006 to March 2009. He has also been appointed as an independent non-executive director of China Boton Group Company Limited since December 2009, the shares of which are listed on the Stock Exchange (stock code: 03318), an independent non-executive director of Zhongzhi Pharmaceutical Holdings Limited since June 2015, the shares of which are listed on the Stock Exchange (stock code: 03737), an independent non-executive director of Sunray Engineering Group Limited since March 2020, the shares of which are listed on the Stock Exchange (stock code: 08616), and an independent non-executive director of Asia Energy Logistics Group Limited since July 2020, the shares of which are listed on the Stock Exchange (stock code: 00351).

Mr. Ng obtained his Bachelor’s degree in Accounting and Finance from the University of Manchester (formerly known as the Manchester Polytechnic) and his Master’s degree majoring in Accounting from the University of New South Wales in July 1988 and May 1990 respectively. He has been a member of Hong Kong Institute of Certified Public Accountants since July 1993.

Mr. Ng has entered into a service contract with the Company for a term of three years from 3 December 2021 to 2 December 2024 (both dates inclusive). Under the service contract, he is entitled to an annual remuneration of HK\$280,000, which is determined with reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. He is entitled to receive discretionary bonus or other benefits as may be decided having regard to his and the Company’s performance.

Dr. Ho Chun Kit Gregory (“**Dr. Ho**”), aged 46, is a non-executive Director of our Group. He is also a director of certain subsidiaries of the Company.

He obtained his bachelor degree of Business Accounting from the Monash University of Australia in 2002 and completed his dissertation of “One Belt, One Road Post-Doctoral Research Programme” at the University of Oxford in May 2018. Dr. Ho has extensive experience in finance and investment, especially in the renewable energy and technology, media and telecom (TMT) industry. He has previously participated in the investment in smart energy cities in the PRC, which involved green building construction projects and application of renewable energy in the construction sector. Dr. Ho is currently the chairman of Asia-Pacific Smarter Energy Alliance (亞太智慧能源產業聯盟). Dr. Ho was an executive director of Century Energy International Holdings Limited (formerly known as China Oil Gangran Energy Group Holdings Limited), a company listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 08132) from May 2013 to February 2019. He was also an independent nonexecutive director of Asia Resources Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 00899) from February 2015 to October 2016, and an independent nonexecutive director of Sunrise (China) Technology Group Limited (now known as Koala Financial Group Limited), a company listed on GEM of the Stock Exchange (stock code: 08226) from April 2014 to August 2016.

Dr. Ho has entered into a service contract with the Company for a term of three years from 25 April 2023 to 24 April 2026 (both dates inclusive). Under the service contract, he is entitled to an annual remuneration of HK\$600,000, which is determined with reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. He is entitled to receive discretionary bonus or other benefits as may be decided having regard to his and the Company’s performance.

Mr. Guo Jianfeng (“**Mr. Guo**”), aged 52, is an executive Director of our Group. He is also a director of certain subsidiaries of the Company.

Mr. Guo graduated from Jiangsu Open University with a bachelor’s degree in Engineering Management. Instructor for master students in Southeast University, Senior Engineer. He once worked for Yancheng Transportation Bureau, Jiangsu Province* (江蘇省鹽城交通局), China City Construction 2nd Engineering Bureau Co., Ltd.* (中城建第二工程局有限公司) as branch company general manager, and Jiangsu Zhongmeng Energy Group Co. Ltd.* (江蘇中盟能源集團有限公司) as the president. He was the general manager of the Jiangsu branch company of Tian Hong Yang Guang New Energy Investment Co. Ltd.* (天宏陽光新能源投資有限公司). He has over 30 years of experience in the construction and new energy industry and has participated in various large-scale construction projects and new energy investment projects. He has joined Jiangsu Zhong Tian Hui New Energy Technology Co. Ltd.* (江蘇忠天暉新能源科技有限公司) since November 2015 as chief operation officer. He joined the Group as an executive Director on 6 July 2018. He is also a director of TIEN New Energy Development Limited, a wholly-owned subsidiary of the Company.

Mr. Guo has entered into a service contract with the Company for a term of three years from 6 July 2023 to 5 July 2026 (both dates inclusive). Under the service contract, he is entitled to an annual remuneration of HK\$600,000, which is determined with reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. He is entitled to receive discretionary bonus or other benefits as may be decided having regard to his and the Company’s performance.

Mr. Ding Ji (“**Mr. Ding**”), aged 33, is an executive Director of our Group.

Mr. Ding graduated from Southeast University with a bachelor’s degree and is currently studying for an Executive Master of Business Administration (EMBA) at Tsinghua University. Senior Economist, Senior Energy Manager, Shanghai Yangtze Delta Region Industrial Empowerment Research Institute Energy Industry Senior Consultant. He once worked for China State Grid Electric Power Research Institute, China Minsheng Investment Group, China Construction, and JinkoSolar. He founded Sanneng New Energy Group Co., Ltd. in 2017 and is currently the chairman and president of Sanneng New Energy Group. Mr. Ding has long been engaged in the development, investment, construction and operation of renewable energy wind energy, solar energy, hydrogen energy, energy storage products and projects. He also has extensive experience in new energy manufacturing, distribution network, electricity sales, virtual grid and other business fields.

Mr. Ding has entered into a service contract with the Company for a term of three years from 15 April 2024 to 14 April 2027 (both dates inclusive). Under the service contract, he is entitled to an annual remuneration of HK\$600,000, which is determined with reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. He is entitled to receive discretionary bonus or other benefits as may be decided having regard to his and the Company's performance.

Save as disclosed above, as at the Latest Practicable Date and to the best knowledge and belief of the Directors, the Directors confirmed that:

- (a) each of Mr. Ng, Mr. Guo, Dr. Ho and Mr. Ding does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders (which have the meaning ascribed to them respectively under the Listing Rules) of the Company;
- (b) each of Mr. Ng, Mr. Guo, Dr. Ho and Mr. Ding has no other interests in the shares of the Company within the meaning of Part XV of the SFO;
- (c) each of Mr. Ng, Mr. Guo, Dr. Ho and Mr. Ding does not hold any other positions in the Company or any member of the Group; and
- (d) each of Mr. Ng, Mr. Guo, Dr. Ho and Mr. Ding does not hold any other directorships in listed public companies in the last three years in Hong Kong or overseas.

GENERAL

Save as disclosed herein, the Board is not aware of any other matters which need to be brought to the attention of the Shareholders in relation to the above Directors and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

* *For identification purpose only.*

NOTICE OF ANNUAL GENERAL MEETING



CT Vision S.L. (International) Holdings Limited

中天順聯(國際)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 994)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of CT Vision S.L. (International) Holdings Limited (the “**Company**”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 20 June 2024 at 10:00 a.m. for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2023;
2. each as a separate resolution, to re-elect Mr. Ding Ji as an executive director, Mr. Guo Jianfeng as an executive director, Mr. Ng Kwan Wan as an independent non-executive director, and Dr. Ho Chun Kit Gregory as a non-executive director and to authorise the board of directors to fix the remuneration of the directors of the Company;
3. to re-appoint Messrs. ZHONGHUI ANDA CPA Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

and, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions (with or without modifications):

4. **“THAT:**
- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue or otherwise deal with unissued shares in the capital of the Company and to make or grant offers, agreements, options and other rights, including warrants to subscribe for shares of the Company and other securities, which 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 of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) to make or grant offers, agreements, options and other rights which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) of this resolution);
 - (c) the aggregate number of shares 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 of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); or (ii) the exercise of any options granted under all share option schemes of the Company (or similar arrangements) adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company 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 of the Company, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company under the authority granted to the directors of the Company as referred to in resolution numbered 6 below,

and the authority pursuant to paragraphs (a) and (b) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 articles of association of the Company or the law of the Cayman Islands or any other applicable laws 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 of the Company by this resolution;

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (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 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).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
 - (b) the aggregate number of shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in paragraph (c) of this resolution) shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue as at the date of the passing of 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 date of 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 articles of association of the Company or the law of the Cayman Islands or any other applicable laws 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 of the Company by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above, provided that such extended amount shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue as at the date of passing of this resolution.”

By order of the Board
CT Vision S.L. (International) Holdings Limited
Sun Dexin
Executive Director

Hong Kong, 29 April 2024

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the directors of the Company are as follows:

Executive Directors: Mr. Wu Rui (*Vice chairman*)
Mr. Guo Jianfeng
Mr. Sun Dexin
Mr. Ding Ji

Non-executive Directors: Dr. Ho Chun Kit Gregory
Mr. Lu Qiwei

Independent non-executive Directors: Dr. Tang Dajie
Mr. Ng Kwun Wan
Dr. Lin Tat Pang

Head office and principal place of business in Hong Kong: Room Nos. 808-814, 8th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai, Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. 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.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney, must be deposited at the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. In relation to the proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The directors of the Company have no immediate plans to issue any new shares of the Company.
4. In relation to the proposed resolution numbered 5 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The directors of the Company have no immediate plans to repurchase any shares of the Company pursuant to the mandate to be granted under the proposed resolution numbered 5 above.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

6. In the case of joint holders of a share, any one of such joint holders may vote, either in person 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 are present at the above meeting, 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

7. The registers of members of the Company will be closed from 17 June 2024 to 20 June 2024 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Boardroom Share Registrars (HK) Limited at the same address stated in above Note 2 not later than 4:30 p.m. on 14 June 2024.