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## **HKC INTERNATIONAL HOLDINGS LIMITED**

**香港通訊國際控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

(Stock code: 248)

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

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“Meeting”) of HKC International Holdings Limited (the “Company”) will be held at 4:30 p.m. on 15th August, 2011 at 25th Floor, Oxford House, TaiKoo Place, 979 King’s Road, Quarry Bay, Hong Kong, to transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements and the report of the directors and independent auditor’s report of the Company for the year ended 31st March, 2011;
2. to approve the declaration of a final dividend for the year ended 31st March, 2011 of HK\$0.01 per share (each a “Share”) of HK\$0.01 each in the capital of the Company, with an option to receive by way of a scrip dividend scheme (“Scrip Dividend Scheme”) an allotment and issue of Shares credited as fully paid in lieu of cash payment;
3. (a) To re-elect the retiring Director Mr. Chan Chung Yee, Hubert as an executive Director of the Company (his brief biographical details are set out in the Appendix of this section);  
(b) To re-elect the retiring Director Mr. Chan Chung Yin, Roy as an executive Director of the Company (his brief biographical details are set out in the Appendix of this section);  
(c) To re-elect the retiring Director Mr. Chiu Ngar Wing as an independent non-executive Director of the Company (his brief biographical details are set out in the Appendix of this section); and

- (d) To authorize the board of Directors to fix the Directors' remuneration.
4. to re-appoint Li, Tang, Chen & Co. as the Company's auditors and to authorise the board of Directors to fix their remuneration;

and to consider as special business and, if thought fit, pass the following resolutions as ordinary resolution (with or without modifications):

5. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and all other applicable laws, the exercise by the directors of the Company (“Director”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with the unissued shares of HK\$0.01 each (“Shares”) in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or 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 during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) 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 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 pursuant to the approval in paragraph (a) above, otherwise than pursuant to
- (i) a Rights Issue (as defined in paragraph (d) below);
  - (ii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted by the Company; or
  - (iii) any scrip dividend or similar arrangements (including the Scrip Dividend Scheme) providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or

- (iv) any issue of Shares 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

shall not exceed 20 per cent of the aggregate nominal amount of the share capital 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 date of 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 any applicable law of the Cayman Islands to be held; or
- (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 by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusion or other arrangements as the Directors 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).”

By order of the board of Directors of  
**HKC International Holdings Limited**  
**Chan Chung Yee Hubert**  
*Chairman*

Hong Kong, 12th July, 2011

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*  
25/F., Oxford House, TaiKoo Place,  
979 King’s Road, Quarry Bay,  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the Meeting is being dispatched to the shareholders of the Company together with a copy of this notice. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's Hong Kong branch registrar ("Branch Registrar"), Pilare Limited at 10th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong no less than 48 hours before the time for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.
3. The register of members of the Company will be closed from Monday, 22nd August, 2011 to Wednesday, 24th August, 2011 (both days inclusive), for the purpose of, among other things, establishing entitlements to the proposed final dividend, during which period no transfers of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Pilare Limited, at 10th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 19th August, 2011.
4. In relation to the proposed resolution numbered 3 above, in accordance with Article 108 of the Company's articles of association, Mr.Chan Chung Yee, Hubert, Mr. Chan Chung Yin, Roy and Mr. Chiu Ngar Wing will retire as Directors by rotation at the Meeting. Such Directors, being eligible, would offer themselves for re-election as Directors at the Meeting. Personal particulars of each of the retiring Directors are set out in the Appendix to this notice.
5. In relation to the proposed resolutions numbered 5 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any Script Dividend Scheme which may be approved by shareholders of the Company.
6. As at the date of this notice, the board of Directors comprises the following members:

*Executive Directors:*

Mr. Chan Chung Yee, Hubert  
Mr. Chan Chung Yin, Roy  
Mr. Chan Man Min  
Mr. Chan Ming Him, Denny  
Mr. Wu Kwok Lam  
Mr. Ip Man Hon

*Independent Non-executive Directors:*

Dr. Chu Chor Lup  
Mr. Chiu Ngar Wing  
Mr. Leung Tai Wai, David

## APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING

The biographical details and other particulars of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

**Mr. CHAN Chung Yee, Hubert**, aged 51, joined the group in 1984 and is responsible for the formulation of corporate strategies and business development of the group. Mr. Chan is a director of each of the Company's subsidiaries. He has over 20 years of experience in the telecommunications industry. Mr. Chan obtained a Bachelor's Degree in Industrial Engineering from the University of Hong Kong, an Executive Master of Business Administration from the Hong Kong University of Science and Technology and a DBA from the Hong Kong Polytechnic University. Mr. Chan is also very active in promoting the telecommunications industry in Hong Kong. He is currently the Chairman of the Communications Association of Hong Kong. He is the elder brother of Mr. Chan Chung Yin, Roy.

Mr. Chan has not held any directorship in other listed companies in Hong Kong in the last three years. Save as disclosed above, he does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Mr. Chan has entered into a service contract with the company for an initial term of three years commencing from 12th September, 2001 and is automatically renewable for successive terms of one year upon expiry of the then current term until terminated by not less than three months' notice in writing served by either party to the other. Mr. Chan is entitled to a monthly salary of HK\$114,577 and a discretionary bonus to be determined by the board of Directors.

Mr. Chan is interested in 256,442,888 shares of the Company, representing approximately 51.79% of the issued share capital as at the date of notice.

There is no information in relation to Mr. Chan that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Chan that need to be brought to the attention of the Shareholders.

**Mr. CHAN Chung Yin, Roy**, aged 49, the younger brother of Mr. Chan Chung Yee, Hubert, has been an executive director of the group since he joined in 1989. He graduated from the University of Toronto, Canada with a Bachelor's Degree in Computer Science and has about 20 years of experience in the telecommunications industry.

Mr. Chan has not held any directorship in other listed companies in Hong Kong in the last three years. Save as disclosed above, he does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Mr. Chan has entered into a service contract with the company for an initial term of three years commencing from 12th September, 2001 and is automatically renewable for successive terms of one year upon expiry of the then current term until terminated by not less than three months' notice in writing served by either party to the other. Mr. Chan is entitled to a monthly salary of HK\$72,100 and a discretionary bonus to be determined by the board of Directors.

Mr. Chan is interested in 60,100,000 shares of the Company, representing approximately 12.14% of the issued share capital as at the date of notice.

There is no information in relation to Mr. Chan that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Chan that need to be brought to the attention of the Shareholders.

**Mr. CHIU Ngar Wing**, aged 57, is a practising accountant. He is an associate member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales and a fellow member of the Association of Chartered Certified Accountants. He is a director of T.C. Ng & Co, CPA Ltd. and has been practicing in the company for more than 20 years.

Mr. Chiu has not held any directorship in other listed companies in Hong Kong in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Mr. Chiu has entered into a letter of appointment with the Company for a term of one year. The appointment will be automatically renewed for successive term of one year unless terminated by either party by not less than three months notice in writing prior to the expiry of the then current term. Mr. Chiu is currently entitled to the annual director fee of HK\$ 85,000.

Mr. Chiu is not interested or deemed to be interested in any Shares of the Company or its associated corporation within the meaning of Part XV of the SFO.

There is no information in relation to Mr. Chiu that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Chiu that need to be brought to the attention of the Shareholders.

\* *For identification purpose only*