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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, 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 of your shares in KTL International Holdings Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**KTL International Holdings Group Limited**

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

**(Stock Code: 442)**

**PROPOSED SHARE SUBDIVISION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

A notice convening an extraordinary general meeting (the “EGM”) of KTL International Holdings Group Limited to be held at Unit 1207, Fu Hang Industrial Building, 1 Hok Yuen Street East, Hunghom, Kowloon, Hong Kong on Thursday, 22 October 2015 at 10:00 a.m. or any adjournment thereof is set forth on pages 10 to 11 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time fixed for holding the EGM (or any adjournment thereof) to the office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6 October 2015

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## DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	Central Clearing and Settlement System established and operated by HKSCC
“Company”	KTL International Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for approving, among other things, the Share Subdivision
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 October 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary issued share(s) of HK\$0.01 each in the share capital of the Company
“Share Option(s)”	share option(s) granted or to be granted under the Share Option Scheme entitling the holders thereof to subscribe for Share(s) or Subdivided Share(s), as the case may be

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## DEFINITIONS

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“Share Option Scheme”	the share option scheme of the Company adopted by way of Shareholders’ resolutions passed on 10 February 2015
“Share Subdivision”	the proposed subdivision of each (1) issued and unissued Share into two (2) Subdivided Shares as referred to in the paragraph headed “Proposed Share Subdivision” in this circular
“Shareholder(s)”	holder(s) of the issued Shares or the issued Subdivided Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary issued share(s) of HK\$0.005 each in the share capital of the Company upon the Share Subdivision becoming effective
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## EXPECTED TIMETABLE

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The expected timetable for the implementation of the Share Subdivision is set out below:

**2015**

Latest date and time for lodging form of  
proxy for the EGM . . . . . 10:00 a.m. on Tuesday,  
20 October

Date and time of the EGM . . . . . 10:00 a.m. on Thursday,  
22 October

Publication of the announcement of results  
of the EGM. . . . . Thursday, 22 October

*The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” in the Letter from the Board contained in this circular.*

Effective date of the Share Subdivision . . . . . Friday, 23 October

First day of free exchange of the existing share  
certificates for the new share certificates for  
the Subdivided Shares . . . . . Friday, 23 October

Dealings in Subdivided Shares commence . . . . . 9:00 a.m. on Friday,  
23 October

Original counter for trading in Shares in board  
lot of 1,000 Shares temporarily closes . . . . . 9:00 a.m. on Friday,  
23 October

Temporary counter for trading in Subdivided Shares  
in board lot size of 2,000 Subdivided Shares  
(in the form of existing share certificates) opens . . . . . 9:00 a.m. on Friday,  
23 October

Original counter for trading in Subdivided Shares  
in board lot of 1,000 Subdivided Shares  
(in the form of new share certificate) reopens . . . . . 9:00 a.m. on Friday,  
6 November

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## EXPECTED TIMETABLE

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Parallel trading in the Shares and Subdivided Shares  
(in the form of existing share certificates and  
new share certificates) commences. . . . . 9:00 a.m. on Friday,  
6 November

Temporary counter for trading in Subdivided Shares  
in board lot size of 2,000 Subdivided Shares  
(in the form of existing share certificates) closes . . . . . 4:00 p.m. on Thursday,  
26 November

Parallel trading in the Shares and Subdivided Shares  
(in the form of existing share certificates and  
new share certificates) ends. . . . . 4:00 p.m. on Thursday,  
26 November

Free exchange of the existing share certificate  
for the new share certificates for the  
Subdivided Shares ends . . . . . 4:00 p.m. on Monday,  
30 November

All times stated in this circular refer to Hong Kong times. Dates stated in this circular for events in the timetable are indicative only and may be extended or varied. Any changes to the anticipated expected timetable for the Share Subdivision will be announced as and when appropriate.

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## LETTER FROM THE BOARD

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### **KTL International Holdings Group Limited**

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

**(Stock Code: 442)**

*Executive Directors:*

Mr. Kei York Pang Victor *(Co-Chairman)*

Mr. Li Man Chun *(Co-Chairman)*

Mr. Kei Yeuk Lun Calan

*Independent non-executive Directors:*

Mr. Ting Tit Cheung

Mr. Chan Chi Kuen

Mr. Lo Chun Pong

*Registered office:*

Clifton House

75 Fort Street

Grand Cayman

KY1-1108

Cayman Islands

*Place of business and headquarter  
in Hong Kong:*

Unit 1207

Fu Hang Industrial Building

1 Hok Yuen Street East

Hunghom, Kowloon

Hong Kong

6 October 2015

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED SHARE SUBDIVISION AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 11 September 2015 in relation to, among other things, the proposed Share Subdivision.

The purpose of this circular is to provide you among other things, details of (i) the Share Subdivision and (ii) a notice convening the EGM for the purpose of considering and, if thought fit, approving the Share Subdivision.

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## LETTER FROM THE BOARD

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### PROPOSED SHARE SUBDIVISION

The Company proposes to subdivide each (1) existing issued and unissued Share of HK\$0.01 in the share capital of the Company into two (2) Subdivided Shares of HK\$0.005 each.

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$10,000,000 divided into 1,000,000,000 Shares of HK\$0.01 each, of which 80,000,000 Shares have been issued and are fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$10,000,000 divided into 2,000,000,000 Subdivided Shares, of which 160,000,000 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are issued or repurchased after the Latest Practicable Date and prior to the Share Subdivision becoming effective.

All Subdivided Shares will rank *pari passu* with each other in all respects with the Shares in issue prior to the Share Subdivision and the rights attached to the Subdivided Shares will not be affected by the Share Subdivision.

### Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Subdivision; and
- (b) the Listing Committee granting the listing of, and permission to deal in, the Subdivided Shares and any new Subdivided Shares which may fall to be issued pursuant to the exercise of the Share Options granted under the Share Option Scheme.

The Share Subdivision shall become effective after the conditions of the Share Subdivision mentioned above are fulfilled.

### Board lot size

The Shares are currently traded in board lot of 1,000 Shares. Upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged with 1,000 Subdivided Shares for each board lot. The Share Subdivision will not be expected to result in any odd lots other than those that already exist.

### Listing and Dealings

An application has been made to Stock Exchange for listing of, and permission to deal in, the Subdivided Shares to be issued and any new Subdivided Shares which may fall to be issued pursuant to the exercise of Share Options granted under the Share Option Scheme upon the Share Subdivision becoming effective.



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## LETTER FROM THE BOARD

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Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing permission to deal in is being or is currently proposed to be sought from any other stock exchange.

### **Exchange of share certificates**

Subject to the Share Subdivision becoming effective, the Shareholders can submit their existing share certificates for the Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for new share certificates for the Subdivided Shares free of charge during the business hours from Friday, 23 October 2015 to Monday, 30 November 2015 (both days inclusive). After the expiry of such period, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher).

It is expected that the new share certificates will be available for collection within a period of ten (10) Business Days after the submission of the existing share certificates.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Thursday, 26 November 2015 and thereafter will not be accepted for delivery, trading and settlement purposes. However, all existing share certificates will continue to be good evidence of legal title to such equivalent number of Subdivided Shares.

The new share certificates will be issued in red colour in order to distinguish them from the existing share certificates which are in blue colour.

### **Reasons for the Share Subdivision**

The proposed Share Subdivision will decrease the nominal value and increase the total number of Shares in issue. The Share Subdivision will result in downward adjustment to the trading price of the Shares. The Board believes that the Share Subdivision will decrease the trading spread as well as the volatility of the trading price of the Shares and thus result in the improved liquidity in trading of the Company's Subdivided Shares. Therefore, the Board considers that the Share Subdivision can enable the Company to attract more investors and broaden its Shareholders base.

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## **LETTER FROM THE BOARD**

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Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and its Shareholders as a whole.

### **EGM**

A notice convening the EGM to be held at Unit 1207, Fu Hang Industrial Building, 1 Hok Yuen Street East, Hunghom, Kowloon, Hong Kong, on Thursday, 22 October 2015 at 10:00 a.m. is set forth on pages 10 to 11 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time fixed for holding the EGM (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy 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 except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, the resolution as put to vote at the EGM will be taken by way of poll. To the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Share Subdivision at the EGM.

### **RESPONSIBILITY STATEMENT**

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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the Share Subdivision is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Share Subdivision.

Yours faithfully,  
By order of the Board  
**KTL International Holdings Group Limited**  
**Kei York Pang Victor**  
*Co-Chairman and Executive Director*

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## NOTICE OF EGM

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### **KTL International Holdings Group Limited**

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

**(Stock Code: 442)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of KTL International Holdings Group Limited (the “**Company**”) will be held at Unit 1207, Fu Hang Industrial Building, 1 Hok Yuen Street East, Hunghom, Kowloon, Hong Kong on Thursday, 22 October 2015 at 10:00 a.m., for the purposes of considering and, if thought fit passing, with or without amendments the following resolution of the Company:

#### **ORDINARY RESOLUTION**

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below) and any new Subdivided Shares (as defined below) which may fall to be issued pursuant to the exercise of the share options granted under the share option scheme of the Company adopted on 10 February 2015, with effect from the business day immediately following the day on which this resolution is passed by the shareholders of the Company, each (1) existing issued and unissued ordinary share of HK\$0.01 in the share capital of the Company be subdivided into two (2) ordinary shares of HK\$0.005 each (the “**Subdivided Share(s)**”); such Subdivided Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company; and any director of the Company be and is hereby authorised to sign and execute such documents and do all such acts and things and to effect all necessary actions as he considers necessary, desirable or expedient in order to effect, implement and complete any and all of the aforesaid matters.”

By order of the Board

**KTL International Holdings Group Limited**

**Kei York Pang Victor**

*Co-Chairman and Executive Director*

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## NOTICE OF EGM

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*Registered office:*

Clifton House  
75 Fort Street  
Grand Cayman  
KY1-1108  
Cayman Islands

*Principal place of business  
in Hong Kong:*

Unit 1207  
Fu Hang Industrial Building  
1 Hok Yuen Street East  
Hung Hom, Kowloon  
Hong Kong

Hong Kong, 6 October 2015

*Notes:*

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
5. As at the date of this notice, the executive Directors are Mr. Kei York Pang, Victor, Mr. Li Man Chun, and Mr. Kei Yeuk Lun, Alan; and the independent non-executive Directors are Mr. Ting Tit Cheung, Mr. Chan Chi Kuen and Mr. Lo Chun Pong.