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## **KTL International Holdings Group Limited**

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

**(Stock Code: 442)**

### **NOTICE OF EGM**

**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*

*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.