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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Theme International Holdings Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.


THEME INTERNATIONAL HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 990)

**GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Macau Jockey Club Members’ Club House (Golden Dynasty Function Room V1), 3rd Floor, East Wing, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 26 June 2018 at 11:00 a.m. is set out on pages 14 to 17 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice and requested to complete and return the enclosed proxy form, in accordance with the instructions printed thereon, to the Company’s sub-registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

20 April 2018

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Macau Jockey Club Members’ Club House (Golden Dynasty Function Room V1), 3rd Floor, East Wing, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 26 June 2018 at 11:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 14 to 17 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Theme International Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares and other securities with maximum number of Shares not exceeding the sum of 20% of the number of issued Shares as at the date of passing of the relevant resolutions
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase up to a maximum number equivalent to 10% of the number of issued Shares as at the date of passing the relevant resolutions

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the then Shareholders of the Company at the special general meeting held on 29 December 2009
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

LETTER FROM THE BOARD

Theme

THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 990)

Executive Directors:

Mr. Ng Chi Lung (*Vice Chairman*)

Mr. Wong Hok Bun Mario

Mr. Wu Lei

Ms. Chen Jing

Ms. Wu Aiping

Mr. Cao Zhuoqun

Independent Non-Executive Directors:

Mr. Chan Chi Ming, Tony

Mr. Wu Shiming

Mr. Chan Wah

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal Place of Business
in Hong Kong:*

Unit 3401-03, 34/F

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan

Hong Kong

20 April 2018

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the granting of the General Mandate and the Repurchase Mandate and the extension of the General Mandate to include Shares repurchased pursuant to the Repurchase Mandate; and (ii) the proposed re-election of Directors in accordance with the Bye-laws in order to enable you to make an informed decision on whether to vote for or against these ordinary resolutions. These resolutions will be proposed at the AGM and are set out in the AGM Notice.

LETTER FROM THE BOARD

RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

The Listing Rules contain provisions to regulate the issuance of shares and repurchase by companies with primary listings on the Stock Exchange of their own shares on the Stock Exchange.

At the annual general meeting of the Company held on 26 May 2017, general mandates were given to the Directors to exercise the powers of the Company to (1) allot, issue and deal with new Shares and other securities of an aggregate amount of up to 1,052,563,967 Shares, being 20% of the number of issued Shares on the date of passing the said ordinary resolution at the annual general meeting; and (2) to undertake repurchases of the Company's fully paid up shares of up to a maximum of 526,281,983 Shares, being 10% of the number of issued Shares on the date of passing the said ordinary resolution at the annual general meeting. Such general mandates will continue in force until the conclusion of the forthcoming AGM.

Hence, ordinary resolutions will be proposed at the AGM:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot and issue the number of Shares and other securities not exceeding 20% of the number of issued Shares as at the date of passing the resolution. The General Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 7,894,229,754 Shares in issue as at the Latest Practicable Date and assuming no other Shares will be issued or repurchased between the Latest Practicable Date and the AGM, the Directors will be authorized to issue up to 1,578,845,950 Shares under the General Mandate;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. Under such Repurchase Mandate, the maximum number of Shares that the Company may be repurchased shall not exceed 10% of the number of the issued Shares as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue is 7,894,229,754 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and on the basis that no other Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 789,422,975 Shares, being 10% of the number of issued Shares as at the date of passing of the resolution in relation thereof. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the General Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 26 September 2017 in relation to the appointment of Ms. Wu Aiping and Mr. Cao Zhuoqun as Executive Directors with effect from 1 October 2017. In accordance with the Bye-law 86(2) of the Company's Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at the meeting.

Therefore, each of Ms. Wu Aiping and Mr. Cao Zhuoqun will retire as the Directors at the AGM and being eligible, offer themselves for re-election at the AGM.

Pursuant to Bye-law 87 of the Company's Bye-laws, Mr. Ng Chi Lung, Mr. Wong Hok Bun Mario and Mr. Chan Wah will retire as Directors by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM.

Resolutions for re-electing each of Ms. Wu Aiping, Mr. Cao Zhuoqun, Mr. Ng Chi Lung, Mr. Wong Hok Bun Mario and Mr. Chan Wah will be proposed at the AGM.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

The AGM will be held at 11:00 a.m. on Tuesday, 26 June 2018 at Macau Jockey Club Members' Club House (Golden Dynasty Function Room V1), 3rd Floor, East Wing, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong, at which resolutions, amongst others, will be proposed for the purpose of considering and if thought fit, approving the resolutions proposed in this circular. The AGM Notice is set out on pages 14 to 17 of this circular.

A form of proxy is herewith enclosed for use at the AGM. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not later than 48 hours before the time fixed for holding the AGM. Completion and return of the form of proxy will not prevent Shareholders from attending and voting at the AGM if they so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 21 June 2018 to Tuesday, 26 June 2018 (both dates inclusive) during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's sub-registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m on Wednesday, 20 June 2018.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to the Bye-laws. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. An announcement on the poll results will be published by the Company on the date of the AGM in the manner as prescribed under Rule 13.39(5) of the Listing Rules.

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.

RECOMMENDATION

The Board believes that the granting of the General Mandate, the Repurchase Mandate and the extension of the General Mandate, and the re-election of retiring Directors as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice.

Yours faithfully,
By Order of the Board
Theme International Holdings Limited
Ng Chi Lung
Vice Chairman & Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information for Shareholders to consider the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,894,229,754 Shares.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate and on the assumption that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 789,422,975 Shares (representing not more than 10% of the number of issued Shares as at the date of passing the resolution to approve the Repurchase Mandate).

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

It is envisaged that the funds required for any repurchase would be derived from the capital paid up on the shares being repurchased or from the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purposes of the repurchase, and in the case of any premium payable on such repurchase, funds of the Company which would otherwise be available for dividend or distribution or from the Company's share premium account before the repurchase, being funds legally available for this purpose in accordance with the memorandum of association, the Bye-laws and the Companies Act 1981 of Bermuda (as amended).

There might be a material adverse impact on the working capital and gearing position of the Company as compared with the position disclosed in the Company's audited financial statements contained in the annual report for the year ended 31 December 2017 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:-

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2017	0.265	0.219
May 2017	0.249	0.192
June 2017	0.233	0.181
July 2017	0.203	0.177
August 2017	0.232	0.195
September 2017	0.225	0.197
October 2017	0.225	0.199
November 2017	0.216	0.197
December 2017	0.207	0.190
January 2018	0.213	0.179
February 2018	0.207	0.182
March 2018	0.188	0.170
April 2018 (up to the Latest Practicable Date)	0.192	0.172

5. UNDERTAKING

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company notified the Company that he has a present intention to sell Shares held by him to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, 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 (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Company will not exercise the Repurchase Mandate to such extent as would result in the number of Shares held by the public falling below 25%.

7. SHARE REPURCHASE MADE BY THE COMPANY

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

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The followings are the particulars of retiring Directors who are proposed to be re-elected at the AGM:

Mr. Ng Chi Lung, aged 29, was appointed as executive director and vice chairman of the Company on 1 April 2016. Mr. Ng Chi Lung has 8 years of experiences in founding new business and commercial management. Mr. Ng Chi Lung studied at Macquarie University (Major in Accounting) in Australia after obtained his diploma from the Sydney Institute of Business and Technology in year of 2009. Since February 2012, Mr. Ng Chi Lung founded and managed businesses including the scope of manufacturing and services sector. He was also an executive director of China Gem Holdings Limited (previously known as Yueshou Environmental Holdings Limited, stock code: 1191), the shares of which are listed on the Main Board of the Stock Exchange, from 10 October 2014 to 31 March 2016. Mr. Ng Chi Lung holds directorship in certain subsidiaries of the Group, including Asia Develop Limited and King Topwell International Limited.

Mr. Ng Chi Lung is also a member of the thirteenth session of the committee of Beijing Municipality for the Chinese People's Political Consultative Conference.

Mr. Ng Chi Lung has entered into a service agreement with the Company in relation to his appointment as an executive director commencing on 1 April 2016, which is determinable by either party serving on the other not less than 1 month written notice, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules.

He has no fixed term of service with the Company.

Pursuant to the Bye-laws, Mr. Ng Chi Lung will hold office until the next annual general meeting of the Company and will be eligible for re-election at such meeting.

Mr. Ng Chi Lung is entitled to a monthly remuneration of HK\$60,000, which was determined with reference to the prevailing market conditions and his experiences and responsibilities in the Group.

He will also be entitled to receive discretionary bonus which may be granted by reference to the Group's results and performance for the financial year concerned and his performance, roles and responsibilities.

As at the Latest Practicable Date, Mr. Ng Chi Lung does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Mr. Wong Hok Bun Mario, aged 38, was appointed as company secretary of the Company on 14 July 2015 and as an executive director and Chief Financial Officer of the Company on 31 December 2015. Mr. Wong Hok Bun Mario holds a Bachelor of Economics and Finance from The University of Hong Kong and is a fellow member of the Hong Kong Institute of Certified Public Accountants (FCPA). Mr. Wong Hok Bun Mario is a CFA charterholder and a member of The Australasian Institute of Mining and Metallurgy (MAusIMM). He has over 15 years of experience in auditing, accounting, financial management and corporate finance. Mr. Wong Hok Bun Mario is the independent non-executive director of Good Resources Holdings Limited (stock code: 109), the shares of which are listed on the Main Board of the Stock Exchange.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Wong Hok Bun Mario has entered into a service agreement with the Company in relation to his appointment as an executive director commencing on 31 December 2015, which is determinable by either party serving on the other not less than 1 month written notice, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules.

He has no fixed term of service with the Company.

Pursuant to the Bye-laws, Mr. Wong Hok Bun Mario will hold office until the next annual general meeting of the Company and will be eligible for re-election at such meeting.

Mr. Wong Hok Bun Mario is entitled to a monthly remuneration of HK\$95,000, which was determined with reference to the prevailing market conditions and his experiences and responsibilities in the Group.

He will also be entitled to receive discretionary bonus which may be granted by reference to the Group's results and performance for the financial year concerned and his performance, roles and responsibilities.

As at the Latest Practicable Date, Mr. Wong Hok Bun Mario does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Ms. Wu Aiping, aged 42, was appointed as executive director of the Company on 1 October 2017. Ms. Wu Aiping obtained her Bachelor degree in Arts (Major in English) from the University of International Business and Economics in the PRC. Ms. Wu Aiping has over 10 years of experiences in the trading of physical iron ore and seaborne logistics operations. She was previously a general manager of a multinational resources trading firm from 2009 to 2016.

Ms. Wu Aiping has entered into a service agreement with the Company in relation to her appointment as an executive director commencing on 1 October 2017, which is determinable by either party serving on the other not less than 1 month written notice, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules.

She has no fixed term of service with the Company.

Pursuant to the Bye-laws, Ms. Wu Aiping will hold office until the next annual general meeting of the Company and will be eligible for re-election at such meeting.

Ms. Wu Aiping is entitled to a monthly remuneration of HK\$110,000, which was determined with reference to the prevailing market conditions and her experiences and responsibilities in the Group.

She will also be entitled to receive discretionary bonus which may be granted by reference to the Group's results and performance for the financial year concerned and her performance, roles and responsibilities.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Ms. Wu Aiping does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Mr. Cao Zhuoqun, aged 29, joined the Group on 1 September 2017 as assistant vice president – business development of a subsidiary of the Company and was appointed as executive director of the Company on 1 October 2017. Mr. Cao Zhuoqun holds a Degree of Master of Philosophy in Management from the University of Cambridge in the United Kingdom and a Degree of Bachelor of Engineering in Chemical and Biomolecular Engineering with First Class Honours from Nanyang Technological University in Singapore. He has more than 4 years of experiences in commodities trading and derivatives trading. Mr. Cao Zhuoqun was a trader of an international commodity house, where he gained ample experience in commodity and derivatives trading.

Mr. Cao Zhuoqun has entered into a service agreement with the Company in relation to his appointment as an executive director commencing on 1 October 2017, which is determinable by either party serving on the other not less than 1 month written notice, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules.

He has no fixed term of service with the Company.

Pursuant to the Bye-laws, Mr. Cao Zhuoqun will hold office until the next annual general meeting of the Company and will be eligible for re-election at such meeting.

Mr. Cao Zhuoqun is entitled to a monthly remuneration of HK\$50,000, which was determined with reference to the prevailing market conditions and his experiences and responsibilities in the Group.

He will also be entitled to receive discretionary bonus which may be granted by reference to the Group's results and performance for the financial year concerned and his performance, roles and responsibilities.

As at the Latest Practicable Date, Mr. Cao Zhuoqun does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Mr. Chan Wah, aged 56, was appointed as independent non-executive director of the Company on 4 November 2015 and is currently a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Chan Wah graduated from Fuqing Branch of Fujian Normal University in the PRC. Mr. Chan Wah has over 30 years' experience in the field of journalism, media and cultural sector and has published a number of articles in newspaper and magazines. Mr. Chan Wah is currently the assistant to Chairman of Good Fellow Group Limited. Mr. Chan Wah has participated in a number of community association, including Hong Kong Federation of Fujian Associations Limited* (香港福建社團聯會) (director), Hong Kong Community of Fuzhou Associations* (香港福州社團聯會) (deputy secretary general and deputy minister of publicity department), Hong Kong Changle Association (香港長樂聯誼會) (executive vice president and secretary general), Hong Kong Association of Literature Advancement* (香港文學促進協會) (deputy director) and Hong Kong Books Review Association* (香港書評家協會) (executive director), etc.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chan Wah has entered into an appointment letter with the Company in relation to his appointment as an independent non-executive director for a term of one year commencing on 4 November 2017 unless terminated by at least one month's written notice served by either party at any time during the then existing term.

Mr. Chan Wah is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Bye-laws of the Company.

Mr. Chan Wah is entitled to receive a monthly director's fee of HK\$10,000, which is determined with reference to his duties and responsibilities and the prevailing market conditions

In addition, Mr. Chan Wah shall also be entitled to a discretionary bonus which may be granted by reference to the Group's results and performance for the financial year concerned and his performance, roles and responsibilities.

As at the Latest Practicable Date, Mr. Chan Wah does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed, each of the above Directors:

- (i) does not have any relationship with any director, member of senior management, substantial or controlling Shareholders;
- (ii) does not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and
- (iii) save for the disclosed above, did not hold any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years before the Latest Practicable Date.

Save as disclosed above, there are no other matters that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

* *for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

Theme

THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 990)

NOTICE IS HEREBY GIVEN that an annual general meeting of Theme International Holdings Limited (the “**Company**”) will be held at Macau Jockey Club Members’ Club House (Golden Dynasty Function Room V1), 3rd Floor, East Wing, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 26 June 2018 at 11:00 a.m. for the following purposes:

- 1 To receive, consider and adopt the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 December 2017;
- 2 To re-elect the retiring directors of the Company and authorise the board of directors to fix their remuneration;
- 3 To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and authorise the board to fix auditors’ remuneration;
- 4 To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution:

“THAT:

- 4.1 subject to paragraph 4.3 of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares or such securities in the capital of the Company, and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- 4.2 the approval in paragraph 4.1 of this resolution shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

4.3 the aggregate number of the shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrant or otherwise) and issued by the directors of the Company pursuant to the approval granted in paragraph 4.1 of this resolution, otherwise than pursuant to:

- (i) a Rights Issue (as hereinafter defined);
- (ii) the rights of subscription or conversion under the terms of any warrants issued by the Company or any securities when are convertible into shares;
- (iii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited; or
- (iv) any scrip dividend or similar arrangement providing for the allotment 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 number of the shares of the Company in issue as at the date of passing of this resolution, and the approval granted in paragraph 4.1 of this resolution shall be limited accordingly; and

4.4 for the purpose 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; or
- (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 any applicable law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“**Rights Issue**” means an offer of shares, or offer of warrants or options or similar giving rights to subscribe for shares, open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares of the Company (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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- 5 To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- 5.1 subject to paragraph 5.3 of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time be and is hereby generally and unconditionally approved;
- 5.2 the approval in paragraph 5.1 of this resolution shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares of the Company at a price determined by the directors of the Company;
- 5.3 the aggregate number of the shares of the Company which are authorised to be repurchased by the Company pursuant to the approval granted in paragraph 5.1 of this resolution shall not exceed 10% of the number of shares of the Company in issue as at the date of the passing of this resolution, and the approval granted under paragraph 5.1 of this resolution shall be limited accordingly;
- 5.4 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; or
- (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 any applicable law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

- 6 To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of resolutions nos. 4 and 5 as set out in the notice convening this meeting of which these resolutions form part, the general mandate granted to the directors of the Company pursuant to the resolution no. 4 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition

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thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 5 as set out in notice convening the meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the number of the shares of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Theme International Holdings Limited
Ng Chi Lung
Vice Chairman & Executive Director

Hong Kong, 20 April 2018

Notes:

- 1 Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
- 2 In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude any shareholder from attending and voting in person at the annual general meeting or any adjourned meeting thereof should he so wishes.
- 3 The register of members of the Company will be closed from Thursday, 21 June 2018 to Tuesday, 26 June 2018 (both dates inclusive) during which period no transfer of Shares will be registered. In order to attend and vote at the annual general meeting, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s sub-registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m on Wednesday, 20 June 2018.
- 4 In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding.
- 5 The votes to be taken at the meeting will be taken by poll.
- 6 The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, there are (i) six Executive Directors, namely Mr. Ng Chi Lung (Vice Chairman), Mr. Wu Lei, Ms. Chen Jing, Ms. Wu Aiping, Mr. Cao Zhuoqun and Mr. Wong Hok Bun Mario, and (ii) three Independent Non-executive Directors, namely Mr. Chan Wah, Mr. Chan Chi Ming, Tony and Mr. Wu Shiming.