
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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **HKR International Limited** (the “Company”), you should at once hand this circular and the enclosed form of proxy 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.

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HKRI

香港興業國際集團有限公司*
HKR International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00480)

**PROPOSALS IN RELATION TO
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Grand Azure, Ground Floor, Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on Wednesday, 21 August 2024 at 11:00 a.m. is set out on pages 18 to 23 of this circular and a form of proxy is also enclosed. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Investor Centre of the Company’s share 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 and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. **Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.**

No refreshment or drinks or transportation arrangement will be provided at the annual general meeting.

* *Registered under the predecessor ordinance of the Companies Ordinance, Chapter 622 of the laws of Hong Kong*

12 July 2024

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DEFINITIONS

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

“2024 AGM”	the AGM to be held at Grand Azure, Ground Floor, Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on Wednesday, 21 August 2024 at 11:00 a.m.
“2024 AGM Notice”	notice convening the 2024 AGM as set out on pages 18 to 23 of this circular
“AGM”	an annual general meeting of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CG Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“Company”	HKR International Limited 香港興業國際集團有限公司, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the main board of the Stock Exchange (stock code: 00480)
“Director(s)”	director(s) of the Company from time to time
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	8 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained therein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

DEFINITIONS

“M&A”	the amended and restated memorandum and articles of association of the Company adopted on 24 August 2022 and currently in force
“Option(s)”	option(s) to subscribe for Share(s) granted pursuant to the share option schemes adopted by the Company on 8 September 2011 and on 25 August 2021
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended from time to time
“share(s)”	share(s) of all classes and securities which is/are convertible into Share(s) in the Company as from time to time issued directly or indirectly by the Company
“Share(s)”	ordinary share(s) of par value of HK\$0.25 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as defined in the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers as issued by the SFC
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent



香港興業國際集團有限公司*
HKR International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00480)

Directors:

Mr CHA Mou Zing Victor (*Executive Chairman*)
Mr TANG Moon Wah (*Managing Director*)
Mr CHEUNG Ho Koon
Mr LEE Ivan Wank-hay
Ms NGAN Man Ying
Ms WONG CHA May Lung Madeline[#]
(Non-executive Deputy Chairman)
Mr CHA Mou Daid Johnson[#]
Mr CHA Yiu Chung Benjamin[#]
Mr CHEUNG Wing Lam Linus[△]
Mr FAN Hung Ling Henry[△]
Ms Barbara SHIU[△]
Mr TANG Kwai Chang[△]

[#] *Non-executive Directors*

[△] *Independent Non-executive Directors*

Registered Office:

P.O. Box 309, Ugland House
Grand Cayman
KY1-1104, Cayman Islands

*Principal Place of Business
in Hong Kong:*

23/F, China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

12 July 2024

Dear Shareholders,

**PROPOSALS IN RELATION TO
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the 2024 AGM Notice and the information regarding the resolutions to be proposed at the 2024 AGM relating to (i) the re-election of Directors who are going to retire and offer themselves for re-election at the 2024 AGM; and (ii) the grant to the Directors of general mandates to issue and buy back shares and the extension of the general mandate to issue additional shares to include shares to be purchased or bought back.

* *Registered under the predecessor ordinance of the Companies Ordinance, Chapter 622 of the laws of Hong Kong*

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to article 116 of the M&A, at each AGM, one-third of the Directors for the time being (excluding any Directors who may be required to retire at the same AGM under other provisions of the M&A), or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Article 116 of the M&A also requires that the Directors to retire in every year shall be those who have been longest in office since their appointment or last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. In addition, code provision B.2.2 of the CG Code provides, *inter alia*, that every Director should be subject to retirement by rotation at least once every three years.

Pursuant to article 99 of the M&A, any Director appointed by the Board from time to time either to fill a causal vacancy or as an addition to the Board shall hold office until the first AGM of the Company after his/her appointment, and shall then be eligible for re-election at the general meeting.

In accordance with the above provisions of the M&A, the CG Code and the resolution of the Board passed on 19 June 2024, Mr CHEUNG Ho Koon, Ms NGAN Man Ying, Mr FAN Hung Ling Henry and Ms Barbara SHIU shall retire by rotation at the 2024 AGM.

Procedures and Process for Nomination of Independent Non-executive Directors (“INEDs”)

The Nomination Committee will recommend to the Board for the appointment of an INED in accordance with the following procedures and process:

- (1) The Nomination Committee will, giving due consideration to the current composition and size of the Board, and if required, develop a list of desirable skills, perspectives and experience to search for suitable candidate.
- (2) The Nomination Committee and/or the Board may select suitable candidates from various channels, including but not limited to recommendation from existing Directors, officers and external recruitment agents with due consideration given to the criteria which include but are not limited to:
 - (a) character and integrity;
 - (b) qualifications including professional qualifications, skills, knowledge and experience of their chosen fields;
 - (c) willingness and availability to devote adequate time to discharge duties as a Board member and other directorships and significant commitments;
 - (d) the number of existing directorships and other commitments that may demand the attention of the candidates;

LETTER FROM THE BOARD

- (e) independence of the candidates in accordance with the independence guidelines set out in the Listing Rules;
 - (f) board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity of the Board; and
 - (g) such other perspectives appropriate to the Company's business.
- (3) The Nomination Committee may adopt any process it considers appropriate to evaluate the suitability of the candidates including but not limited to personal interviews, background checks and third-party references.
- (4) Upon considering a candidate suitable for the directorship, the Nomination Committee will make recommendation to the Board to consider and, if thought fit, approve the appointment of the appropriate candidate for directorship.
- (5) For any person that is nominated by Shareholders in accordance with the nomination requirements as set forth in the M&A with the details set out at below paragraph "Shareholder Recommendation" for election as an INED at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to Shareholders in respect of the proposed election of INED at the general meeting.

Recommendation of the Nomination Committee

The Nomination Committee had assessed the independence of all existing INEDs based on the independence criteria as set out in rule 3.13 of the Listing Rules, and was of the view that all of them are independent.

In addition, the Nomination Committee had evaluated the performance of each of other retiring Directors for the year ended 31 March 2024 and found their performance satisfactory.

Accordingly, the Nomination Committee recommended with the approval of the Board on 19 June 2024 to propose the retiring Directors, namely Mr CHEUNG Ho Koon, Ms NGAN Man Ying, Mr FAN Hung Ling Henry and Ms Barbara SHIU, to stand for re-election as Directors at the 2024 AGM. All the above-named retiring Directors have expressed their willingness to stand for re-election at the 2024 AGM. Biographical details of each of the above-named retiring Directors are set out in Appendix I to this circular.

LETTER FROM THE BOARD

Shareholder Recommendation

Any Shareholder (other than the person to be proposed) may nominate a person to stand for election as a Director at the 2024 AGM in accordance with article 120 of the M&A. Any Shareholder wishing to do so must serve (i) a written notice of intention to propose such person for election as a Director; (ii) a notice executed by that person of his/her willingness to be elected; and (iii) the information of that person as required to be disclosed under rule 13.51(2) of the Listing Rules to the Company's principal place of business in Hong Kong at 23/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on or before Tuesday, 6 August 2024. The Company shall issue an announcement and/or a supplementary circular, if applicable, to inform the Shareholders of the biographical details of the additional candidate proposed if a valid notice to propose a person to stand for election as a Director at the 2024 AGM is received.

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the last AGM held on 23 August 2023, general mandates were given to the Directors to exercise the powers of the Company to issue and buy back shares. These general mandates will lapse upon the conclusion of the 2024 AGM and therefore, ordinary resolutions will be proposed at the 2024 AGM to grant the general mandates as follows:

- (1) to grant to the Directors a general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional shares and/or to resell treasury shares of the Company not exceeding the aggregate of twenty per cent (20%) of the number of Shares in issue (excluding treasury shares) at the date of the passing of the relevant resolution (the "Issue Mandate");
- (2) to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to purchase or buy back shares not exceeding the aggregate of ten per cent (10%) of the number of Shares in issue (excluding treasury shares) at the date of the passing of the relevant resolution (the "Buy-back Mandate"); and
- (3) conditional upon the passing of the resolutions to grant the Issue Mandate and the Buy-back Mandate, to extend the Issue Mandate such that the Directors be authorised to exercise the powers to allot, issue, grant, distribute and otherwise deal with additional shares and/or resell treasury shares of the Company pursuant to the Issue Mandate to the extent to include the aggregate of the number of shares purchased or bought back by the Company pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, the number of issued shares of the Company was 1,485,301,803 fully paid Shares and the Company does not have any treasury shares. Subject to the passing of the ordinary resolution for approving the Issue Mandate at the 2024 AGM and on the basis that no further shares or Shares will be issued or bought back prior to the date of the 2024 AGM and the Company does not have any treasury shares, the Company would be allowed under the Issue Mandate to issue new shares and/or resell treasury shares of the Company (if permitted

LETTER FROM THE BOARD

under the Listing Rules) involving a maximum of 297,060,360 shares during the period in which the Issue Mandate remains in force. The Directors wish to state that they have no immediate plans to issue any new shares or to sell or transfer any treasury shares pursuant to such Issue Mandate.

Full text of each of the relevant ordinary resolutions in relation to the general mandates described in (1), (2) and (3) above is set out as resolutions numbered 4(1), 4(2) and 4(3) respectively in the 2024 AGM Notice. An explanatory statement, as required under the Listing Rules, containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution numbered 4(2) to approve the Buy-back Mandate is set out in Appendix II to this circular.

VOTING AT THE 2024 AGM

Pursuant to rule 13.39(4) of the Listing Rules and article 80 of the M&A, any vote of Shareholders at the 2024 AGM for the items set out in the 2024 AGM Notice will be taken by poll and the Company shall announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

Pursuant to article 85 of the M&A, every member presents in person or by proxy or (being a corporation) is present by a duly authorised representative or a proxy shall have one vote for every fully-paid Share of which he is the holder. A member entitled to more than one vote need not to use all his votes or cast all the votes in the same way.

2024 AGM

The notice convening the 2024 AGM is set out on pages 18 to 23 of this circular.

Enclosed with this circular is the form of proxy for use at the 2024 AGM. Whether or not you are able to attend the 2024 AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Investor Centre of the Company's share 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 and in any event not less than 48 hours before the time appointed for holding the 2024 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2024 AGM or any adjournment thereof should you so wish.

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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is pleased to recommend the re-election of the retiring Directors at the 2024 AGM whose biographical details are set out in Appendix I to this circular. The Board also considers that the proposed resolutions set out in the 2024 AGM Notice, including the grant of the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the proposed resolutions at the 2024 AGM.

Yours faithfully,
By order of the Board
CHA Mou Zing Victor
Executive Chairman

Set out below are the biographical details of the retiring Directors who are eligible and willing to stand for re-election at the 2024 AGM:

1 Mr CHEUNG Ho Koon *BA(Arch Studies), BArch* (Aged 61)

Positions held and length of service

Mr CHEUNG was appointed as Executive Director of the Company in February 2021 and is also a director of some subsidiaries of the Company. He joined the Group in 1996 and currently serves as Chief Projects Officer in leading the Group's projects team and overseeing the daily operation and property development in Thailand.

Experience

Before joining the Group, Mr CHEUNG worked in various architectural and property developers and has over 30 years' extensive experience in project management on property development. He graduated from the University of Hong Kong in 1989 with an honors degree both in Bachelor of Architectural Studies and Bachelor of Architecture. Mr CHEUNG is a member of The Hong Kong Institute of Architects and has been an Authorised Person since 1991. He did not hold any directorships in other listed public companies in the past three years.

Relationships with Directors, senior management, substantial or controlling Shareholders of the Company

Mr CHEUNG is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

Interests in shares

As at the Latest Practicable Date, Mr CHEUNG was interested in 6,440,000 Options within the meaning of Part XV of the SFO.

Director's remuneration and term of office

Mr CHEUNG was not appointed for a specific term and his directorship is subject to retirement by rotation and re-election at the AGMs at least once every three years in accordance with article 116 of the M&A.

The total remuneration paid to Mr CHEUNG under his employment contract as an executive of the Company for the year ended 31 March 2024 amounted to approximately HK\$14,706,000 which was determined with reference to the prevailing market situation, his duties and responsibilities in the Group and was subject to his individual's and the Group's performance.

In relation to the re-election of Mr CHEUNG as an Executive Director, save as disclosed above, there is no information which is discloseable nor is or was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter concerning Mr CHEUNG that needs to be brought to the attention of the Shareholders.

2 Ms NGAN Man Ying BA(Business), FCCA, CPA (Aged 58)

Positions held and length of service

Ms NGAN was appointed as Executive Director of the Company in February 2021 and is also a director of some subsidiaries of the Company. She joined the Group in 2018 and currently serves as Chief Financial Officer in leading the Group finance and treasury functions as well as overseeing the Group's residential property management, transportation services, information technology, procurement, corporate communications and legal functions.

Experience

Before joining the Group, Ms NGAN had held several senior positions in New World group and an international accounting firm. She has 37 years' extensive experience in finance function and in property development sector. Ms NGAN holds a Bachelor Degree in Business from the University of Southern Queensland and is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants of the United Kingdom. She did not hold any directorships in other listed public companies in the past three years.

Relationships with Directors, senior management, substantial or controlling Shareholders of the Company

Ms NGAN is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

Interests in shares

As at the Latest Practicable Date, Ms NGAN was interested in 6,000,000 Options within the meaning of Part XV of the SFO.

Director's remuneration and term of office

Ms NGAN was not appointed for a specific term and her directorship is subject to retirement by rotation and re-election at the AGMs at least once every three years in accordance with article 116 of the M&A.

The total remuneration paid to Ms NGAN under her employment contract as an executive of the Company for the year ended 31 March 2024 amounted to approximately HK\$4,785,000 which was determined with reference to the prevailing market situation, her duties and responsibilities in the Group and was subject to her individual's and the Group's performance.

In relation to the re-election of Ms NGAN as an Executive Director, save as disclosed above, there is no information which is discloseable nor is or was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter concerning Ms NGAN that needs to be brought to the attention of the Shareholders.

3 Mr FAN Hung Ling Henry BA, LLB, SBS, JP (Aged 76)

Positions held and length of service

Mr FAN was appointed as Independent Non-executive Director of the Company in November 2017. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee and the Corporate Governance Committee of the Company.

Experience

Mr FAN has over 35 years' experience in business management. He is currently an INED of Sun Hung Kai Properties Limited, a company listed on the Stock Exchange and the managing director of Hong Kong Glory Limited, a family investment company. Mr FAN also served as a director and then managing director of CITIC Pacific Limited (now known as CITIC Limited) from 1990 and 1992 respectively to 2009 and the deputy chairman of Cathay Pacific Airways Limited from 1997 to 2009. He has a long record of public services in Hong Kong and is currently the chairman of the Hospital Authority and West Kowloon Cultural District Foundation Limited, and a member of the board of the West Kowloon Cultural District Authority. Mr FAN was also a non-official member of the Executive Council of Hong Kong, the chairman of the Mandatory Provident Fund Schemes Authority, a non-executive director of SFC and an INED of Hong Kong Exchanges and Clearing Limited ("HKEC"). He is an Attorney-at-Law in the State of California, U.S.A. and Barrister-at-Law in Hong Kong and England and Wales. Save as disclosed above, Mr FAN did not hold any directorships in other listed public companies in the past three years.

Based on the information available to the Board, and by reference to the rule 3.13 of the Listing Rules which sets out certain criteria on independence of the independent non-executive directors, the Board considers that Mr FAN is independent. Further, in the view of the extensive knowledge and experience of Mr FAN, the Board believes that his re-election is in the best interests of the Company and the Shareholders as a whole.

Relationships with Directors, senior management, substantial or controlling Shareholders of the Company

Mr FAN is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

Interests in shares

As at the Latest Practicable Date, Mr FAN was interested in 2,400,000 Options within the meaning of Part XV of the SFO.

Director's remuneration and term of office

Mr FAN's service term will expire at the conclusion of 2024 AGM and is eligible for re-election in accordance with article 116 of the M&A.

The total remuneration paid to Mr FAN for the year ended 31 March 2024 amounted to HK\$400,000 which was approved by the Board in pursuance of the resolution passed by the Shareholders at last AGM held in August 2023.

In relation to the re-election of Mr FAN as an Independent Non-executive Director, save as disclosed above, there is no information which is discloseable nor is or was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter concerning Mr FAN that needs to be brought to the attention of the Shareholders.

4 Ms Barbara SHIU BSc, MBA (Aged 68)**Positions held and length of service**

Ms SHIU was appointed as Independent Non-executive Director of the Company in April 2021. She is also a member of the Audit Committee and the Nomination Committee of the Company.

Experience

Ms SHIU has over 35 years' experience in financial services and had held several senior positions in various financial institutions including the Bank of China group. She was the general manager of Bank of China (Hong Kong) Limited in charge of the operational risk and compliance department when she retired in 2014. Ms SHIU is currently an INED of Livi Bank Limited and Livi Holdings Limited and chairs the risk committees of both companies. She also has a long record of public services in Hong Kong and is active in non-profit making organisations. Ms SHIU was a member of risk management committee of HKEC, the chairman of Hong Kong Securities Institute, a director of Hong Kong Deposit Protection Board and Financial Dispute Resolution Centre, a member of the international advisory committee of China Securities Regulatory Commission as well as a member of the product advisory committee and investor education advisory committee of SFC. She obtained a bachelor honors degree in Science and a master degree in Business Administration, both from University of Toronto. Ms SHIU did not hold any directorships in other listed public companies in the past three years.

Based on the information available to the Board, and by reference to the rule 3.13 of the Listing Rules which sets out certain criteria on independence of the independent non-executive directors, the Board considers that Ms SHIU is independent. Further, in the view of the extensive knowledge and experience of Ms SHIU, the Board believes that her re-election is in the best interests of the Company and the Shareholders as a whole.

Relationships with Directors, senior management, substantial or controlling Shareholders of the Company

Ms SHIU is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

Interests in shares

As at the Latest Practicable Date, Ms SHIU was interested in 1,800,000 Options within the meaning of Part XV of the SFO.

Director's remuneration and term of office

Ms SHIU's service term will expire at the conclusion of 2024 AGM and is eligible for re-election in accordance with article 116 of the M&A.

The total remuneration paid to Ms SHIU for the year ended 31 March 2024 amounted to HK\$310,656 which was approved by the Board in pursuance of the resolution passed by the Shareholders at last AGM held in August 2023.

In relation to the re-election of Ms SHIU as an Independent Non-executive Director, save as disclosed above, there is no information which is discloseable nor is or was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter concerning Ms SHIU that needs to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement, as required under the Listing Rules, to provide Shareholders with requisite information reasonably necessary for them to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the 2024 AGM in connection with the Buy-back Mandate.

1 SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$371,325,450.75 divided into 1,485,301,803 fully paid Shares, and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution numbered 4(2) set out in the 2024 AGM Notice for approving the Buy-back Mandate and on the basis that no further shares will be issued or bought back prior to the date of 2024 AGM and the Company did not have any treasury shares, the Company would be allowed under the Buy-back Mandate to buy back shares up to a maximum of 148,530,180 Shares during the period in which the Buy-back Mandate remains in force.

2 REASONS FOR BUY-BACKS

The Directors believe that the proposed grant of the Buy-back Mandate is in the interests of the Company and the Shareholders as a whole. The Buy-back Mandate will give the Company the flexibility to buy back shares as and when the Company deems appropriate. When exercising the Buy-back Mandate, the Directors may, subject to market conditions, resolve to cancel the shares bought back following the settlement of any such buy-back or hold them as treasury shares. Shares bought back and cancelled may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net assets and/or earnings per share or may otherwise be in the interests of the Company. On the other hand, shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the M&A and the laws of the Cayman Islands. The Directors will decide on the number of shares to be bought back on each occasion and the price and other terms upon which the same is bought back at the relevant time having regard to the circumstances then pertaining and they will do so only when they believe that such buy-backs will benefit the Company and the Shareholders. At present, the Directors have no intention to buy back any shares.

3 FUNDING OF BUY-BACKS

In buying back the shares, the Company may only apply funds legally available for such purpose in accordance with its M&A and the laws of the Cayman Islands.

The Company is empowered by its M&A to buy back shares. M&A and the applicable laws of the Cayman Islands provide that, subject to solvency, the purchase price of the shares may be paid out of the profits available for distribution, the Company's capital and share premium account.

Based on the audited consolidated financial statements for the year ended 31 March 2024 of the Company (being the date to which the latest published consolidated financial statements of the Company were made up), the Directors consider that there will not be a material adverse impact on the working capital or gearing position of the Company in the event that the Buy-back Mandate is exercised in full during the proposed buy-back period. In any event, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

In addition, under the laws of the Cayman Islands, a payment out of capital by a company for the purchase of its own shares is not lawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. Shares purchased by a company is to be treated as cancelled unless, subject to the memorandum and articles of association of the company, the directors of the company resolve to hold such shares in the name of the company as treasury shares prior to the purchase.

4 UNDERTAKING

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) have any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same be applicable, it will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, M&A and the applicable laws of the Cayman Islands.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

Neither this explanatory statement nor the proposed Buy-back Mandate has any unusual features.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

5 EFFECT OF THE TAKEOVERS CODE

If, as a result of a buy-back of shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of 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.

For the purpose of the Takeovers Code, CCM Trust (Cayman) Limited ("CCM Trust") and LBJ Regents (PTC) Limited ("LBJ Regents") (both being substantial shareholders of the Company within the meaning of the SFO) and Mr Victor CHA, Mr Johnson CHA, Ms Madeline WONG and Mr Benjamin CHA (all being Directors and discretionary beneficiaries of certain trusts relating to Shares held directly and/or indirectly by the above-mentioned substantial shareholders) are taken as parties acting in concert and collectively treated as a single controlling shareholder of the Company under the term "Cha Family". As at the Latest Practicable Date, the Cha Family had an aggregate interest in 839,934,732 Shares, representing approximately 56.55% of the issued share capital of the Company. Among them, 715,617,969 Shares were held by CCM Trust and its subsidiaries (including Mingly Corporation and its subsidiary), 101,084,280 Shares were held by LBJ Regents and its subsidiary, 21,978,205 Shares constitute personal and corporate interests of the late Mr Payson CHA and 1,254,278 Shares were held as personal interests by Mr Victor CHA. In addition, the long-held interests of certain other relatives and family-controlled charitable foundations (representing, in aggregate, approximately 2.65% of the issued share capital of the Company) would also be treated as concert party interests attributable to the Cha Family for Takeovers Code purposes. In the event that the Directors exercise in full the powers to buy back shares pursuant to the Buy-back Mandate, then (if the present shareholdings otherwise remain the same) the aggregate attributable shareholdings of the said parties would increase to approximately 65.77% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation for the Cha Family to make a mandatory offer under rule 26 of the Takeovers Code.

6 SHARE PRICES

The highest and lowest prices at which Shares were traded on the Stock Exchange during each of the previous twelve calendar months before and the period up to the Latest Practicable Date were as follows:

	Price per share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
July	2.11	1.87
August	1.95	1.52
September	1.69	1.53
October	1.66	1.51
November	1.67	1.45
December	1.57	1.41
2024		
January	1.48	1.19
February	1.30	1.13
March	1.43	1.23
April	1.31	1.17
May	1.36	1.22
June	1.35	1.16
July (up to the Latest Practicable Date)	1.22	1.14

7 SHARE BUY-BACK MADE BY THE COMPANY

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



香港興業國際集團有限公司*
HKR International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00480)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of HKR International Limited (the “Company”) will be held at Grand Azure, Ground Floor, Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on Wednesday, 21 August 2024 at 11:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive the audited consolidated financial statements and the reports of the Board of Directors and the Independent Auditor of the Company for the year ended 31 March 2024.
2. To re-elect retiring Directors and to authorise the Board of Directors of the Company to fix the Directors’ fees:
 - (1) To re-elect Mr CHEUNG Ho Koon as an Executive Director;
 - (2) To re-elect Ms NGAN Man Ying as an Executive Director;
 - (3) To re-elect Mr FAN Hung Ling Henry as an Independent Non-executive Director;
 - (4) To re-elect Ms Barbara SHIU as an Independent Non-executive Director; and
 - (5) To authorise the Board of Directors of the Company to fix the fees of all Directors of the Company (the “Directors”) (including any new Director who may be appointed) for the year ending 31 March 2025.
3. To re-appoint Messrs PricewaterhouseCoopers as the Independent Auditor of the Company for the ensuing year and to authorise the Board of Directors of the Company to fix their remuneration.

* Registered under the predecessor ordinance of the Companies Ordinance, Chapter 622 of the laws of Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass the following resolutions as **ordinary resolutions** of the Company:

(1) “**THAT:**

- (a) subject to paragraph (c) of this resolution numbered 4(1) and all applicable laws (and regulations, including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”)), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional securities in the capital of the Company and/or to resell treasury shares of the Company (if permitted under the Listing Rules), and to make, issue or grant offers, agreements and options including bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution numbered 4(1) shall authorise the Directors during the Relevant Period to make, issue or grant offers, agreements and options including bonds, debentures, notes and other securities which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of securities allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option or otherwise) together with the treasury shares of the Company resold by the Directors pursuant to the approval in paragraph (a) of this resolution numbered 4(1), otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any share options under any share option scheme or similar arrangement for the time being adopted by the Company in accordance with the Listing Rules for the grant or issue of shares in the Company or rights to acquire shares in the Company; or
 - (iii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company; or
 - (iv) bonus issue, any scrip dividend or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company from time to time; or

NOTICE OF ANNUAL GENERAL MEETING

(v) a special authority granted by the shareholders of the Company in general meeting;

shall not exceed the aggregate of twenty per cent (20%) of the number of shares of the Company in issue (excluding treasury shares) at the date of the passing of this resolution numbered 4(1), and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution numbered 4(1):

“Relevant Period” means the period from (and including) the date of the passing of this resolution numbered 4(1) 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 other applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution numbered 4(1) by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities which carry rights to subscribe for or purchase shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the registers of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(2) “**THAT:**

- (a) subject to paragraph (b) of this resolution numbered 4(2) and all applicable laws, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase or buy back shares of all classes and securities which carry a right to subscribe for or purchase shares issued, either directly or indirectly by the Company on the Stock Exchange or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of all classes and securities which carry a right to subscribe for or purchase shares issued by the Company which may be purchased or bought back by the Company pursuant to the approval in paragraph (a) of this resolution numbered 4(2) shall not exceed the aggregate of ten per cent (10%) of the number of shares of the Company in issue (excluding treasury shares) at the date of the passing of this resolution numbered 4(2), and the said approval shall be limited accordingly. The Company may cancel any shares purchased or bought back and/or hold them as treasury shares subject to market conditions and its capital management needs at the relevant time of the buy-back; and
- (c) for the purpose of this resolution numbered 4(2):

“Relevant Period” means the period from (and including) the date of the passing of this resolution numbered 4(2) 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 other applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution numbered 4(2) by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (3) “**THAT** conditional upon the passing of resolutions numbered 4(1) and 4(2) set out in the notice of this meeting, the general mandate granted to the Directors pursuant to resolution numbered 4(1) set out in the notice of this meeting and for the time being in force to exercise the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional securities in the capital of the Company and/or to resell treasury shares of the Company (if permitted under the Listing Rules), and to make, issue or grant offers, agreements and options including bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company purchased or bought back by the Company under the authority granted by resolution numbered 4(2) set out in the notice of this meeting, provided that such extended amount shall not exceed ten per cent (10%) of the aggregate number of shares of the Company in issue (excluding treasury shares) at the date of the passing of this resolution.”

By order of the Board
LEUNG Wai Fan
Company Secretary

Hong Kong, 12 July 2024

Notes:

- 1 No refreshment or drinks or transportation arrangement will be provided at the annual general meeting.
- 2 Any member of the Company entitled to attend and vote at the annual general meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- 3 In case of joint registered holders of any share(s) in the Company, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the registers of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- 4 To determine the entitlement to attend and vote at the 2024 annual general meeting, the main and branch registers of members of the Company will be closed from Friday, 16 August to Wednesday, 21 August 2024 (both days inclusive), during such period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2024 annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 15 August 2024.
- 5 To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority, shall be deposited at the Investor Centre of the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time

NOTICE OF ANNUAL GENERAL MEETING

appointed for holding the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjournment thereof should he/she so wish.

- 6 With regard to the proposed resolution numbered 2 of this notice, the Board of Directors of the Company recommends that the retiring Directors, namely Mr CHEUNG Ho Koon, Ms NGAN Man Ying, Mr FAN Hung Ling Henry and Ms Barbara SHIU be re-elected as Directors of the Company.
- 7 With regard to the proposed resolutions numbered 4(1) to 4(3) of this notice, the Directors wish to state that they have no immediate plans to issue any new shares or buy back any shares of the Company pursuant to the general mandates referred to thereunder.
- 8 If a Typhoon Signal No. 8 or above is hoisted or expected to be hoisted on the date of the annual general meeting as announced by the Hong Kong Observatory, the Company will, as appropriate, post an announcement on the websites of the Company (www.hkri.com) and the Stock Exchange (www.hkexnews.hk) to notify shareholders of the Company for arrangements of the annual general meeting in response to the signal issued.
- 9 Registration of the annual general meeting will start at 10:15 a.m. on Wednesday, 21 August 2024. To ensure that the meeting can be started on time, shareholders or their proxies are requested to arrive at the venue for registration at least 15 minutes before the meeting starts.