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HKR INTERNATIONAL LIMITED

香港興業國際集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00480)

NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLOSURE OF REGISTERS OF MEMBERS

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of HKR International Limited (the “**Company**”) will be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 19 May 2015 at 10:30 a.m., for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions of the Company:

1. “**THAT:**

(a) the sale and purchase agreement dated 19 March 2015 entered into between Hanison Construction Holdings (BVI) Limited as vendor, Sky Champion International Limited as vendor, Mingly Corporation as guarantor, Jinshang International Investment Company Limited as purchaser (the “**Sale and Purchase Agreement**”), in respect of which a copy of the Sale and Purchase Agreement marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification; the deed of assignment to be entered into between Hanison Construction Holdings (BVI) Limited as assignor, Sky Champion International Limited as assignor and Jinshang International Investment Company Limited as the assignee with the consent of Superior Choice Holdings Limited (the “**Deed of Assignment**”), in respect of which a copy of the Deed of Assignment marked “B” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification; the tax deed to be entered into between Hanison Construction Holdings (BVI) Limited, Sky Champion International Limited, Mingly Corporation as guarantor, for Jinshang International Investment Company Limited and Excel Pointer Limited (the “**Tax Deed**”), in respect of which a copy of the Tax Deed marked “C” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, and the terms of which and the transactions contemplated thereunder (the “**Disposal**”) and all such documents ancillary to the Disposal be and are hereby approved, ratified and confirmed; and

(b) any one or more of the directors of the Company and/or its subsidiaries (as appropriate) be and is/are hereby authorised for and on behalf of the Company and/or its subsidiaries (as appropriate) to do all such acts and things incidental to, ancillary to or in connection with the Disposal and execute all such documents (in case of execution of documents under seal, to do so by any two directors of the Company and/or its subsidiaries (as appropriate) or any director of the Company and/or its subsidiaries (as appropriate) together with the secretary of the Company and/or its subsidiaries (as appropriate)) and to take such steps which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Disposal and the transactions contemplated thereunder.”

2. **“THAT:**

Mr TANG Kwai Chang be re-elected as an independent non-executive director of the Company.”

CLOSURE OF REGISTERS OF MEMBERS

In order to qualify for attending and voting at the EGM (or at any adjournment thereof), the main and branch registers of members of the Company will be closed from Friday, 15 May 2015 to Tuesday, 19 May 2015 (both days inclusive). On those days, no transfer of shares of the Company will be registered. All transfer forms accompanied by the relevant share certificates must be lodged 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 for registration not later than 4:30 p.m. on Thursday, 14 May 2015.

By Order of the Board
HKR International Limited
MAK Sau Ching
Company Secretary

Hong Kong, 24 April 2015

Notes:

1. Any member of the Company entitled to attend and vote at the EGM (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. In case of joint registered holders of any share in the Company, any one of such persons may vote at the EGM (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM (or at any adjournment thereof) personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. In order to qualify for attending the EGM (or at any adjournment thereof), the main and branch registers of members of the Company will be closed from Friday, 15 May 2015 to Tuesday, 19 May 2015 (both days inclusive). On those days, no transfer of shares will be registered. All transfers forms accompanied by the relevant share certificates must be lodged 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 for registration not later than 4:30 p.m. on Thursday, 14 May 2015.

4. The form of proxy and 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 appointed for holding the EGM 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 EGM or any adjournment thereof should he so wish.

5. With regard to the proposed resolution numbered 1 of this notice, CCM Trust (Cayman) Limited, Mr CHA Mou Sing Payson, Mr CHA Mou Zing Victor, Mr CHA Mou Daid Johnson and Ms WONG CHA May Lung Madeline and their respective close associates (as defined in the circular dated 24 April 2015) will abstain from voting.

6. With regard to the proposed resolution numbered 2 of this notice, the board of directors of the Company recommends that the retiring director, namely Mr TANG Kwai Chang be re-elected as an independent non-executive director of the Company.

7. Registration of the EGM will start at 9:45 a.m. on Tuesday, 19 May 2015. To ensure the meeting can start on time, shareholders or their proxies are requested to arrive at the venue for registration at least 15 minutes before the meeting starts.

As at the date of this announcement, the board of directors of the Company comprises:

Chairman

Mr CHA Mou Sing Payson

Deputy Chairman & Managing Director

Mr CHA Mou Zing Victor

Executive Directors

Mr CHUNG Sam Tin Abraham

Mr TANG Moon Wah

Non-executive Directors

The Honourable Ronald Joseph ARCULLI

Mr CHA Mou Daid Johnson

Ms WONG CHA May Lung Madeline

Independent Non-executive Directors

Dr CHENG Kar Shun Henry

Mr CHEUNG Wing Lam Linus

Ms HO Pak Ching Loretta

Mr TANG Kwai Chang

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