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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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### ST INTERNATIONAL HOLDINGS COMPANY LIMITED

#### 智紡國際控股有限公司

*(Incorporated in Cayman Islands with limited liability)*

**(Stock code: 8521)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES;  
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 29 May 2019 at Conference Room 2, 2/F., Clubhouse, Hong Kong Parkview, 88 Tai Tam Reservoir Road, Tai Tam, Hong Kong is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use by the shareholders of the Company at the annual general meeting is sent to you with this circular.

Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return them to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event by 10:00 a.m., on Monday, 27 May 2019 or not less than 48 hours before the time appointed for the holding of the adjourned annual general meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the date of its posting and on the Company’s website at [www.smart-team.cn](http://www.smart-team.cn).

22 March 2019

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 29 May 2019 at Conference Room 2, 2/F., Clubhouse, Hong Kong Parkview, 88 Tai Tam Reservoir Road, Tai Tam, Hong Kong, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law of Cayman Islands
“Company”	ST International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of granting of the General Mandate

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 March 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	16 May 2018, being the date on which dealings in the Shares first commenced on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholder”	has the meaning ascribed thereto in the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### ST INTERNATIONAL HOLDINGS COMPANY LIMITED

#### 智紡國際控股有限公司

*(Incorporated in Cayman Islands with limited liability)*

**(Stock code: 8521)**

*Executive Directors:*

Mr. Wong Kai Hung Kelvin (*Chairman*)

Mr. Xi Bin

Mr. Hung Yuk Miu

*Registered office:*

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111 Cayman Islands

*Independent non-executive Directors:*

Mr. Ng Wing Heng Henry

Mr. Sze Irons *BBS JP*

Mr. Fong Kin Tat

*Principal place of business*

*in Hong Kong:*

Room 1006, 10/F., Centre Point

181-185 Gloucester Road

Wan Chai, Hong Kong

22 March 2019

*To the Shareholders*

Dear Sir or Madam

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES;  
AND**

**(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

**1. INTRODUCTION**

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. At the AGM, resolutions relating to, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the proposed re-election of Directors, will be proposed.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

Pursuant to the written resolutions of the sole Shareholder passed on 23 April 2018, the Directors have been granted general unconditional mandates (i) to allot, issue and deal with Shares; and (ii) to repurchase Shares. Such general mandates would expire (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the Company is required by any applicable laws or the Articles to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

As at the Latest Practicable Date, the existing general mandates have not been utilised and will lapse at the conclusion of the AGM. Therefore, ordinary resolutions will be proposed at the AGM that the Directors be granted:

- (a) the Repurchase Mandate to purchase Shares on the Stock Exchange of an aggregate number of Shares of up to 10% of the issued Shares on the date of passing such resolution;
- (b) the General Mandate to allot, issue or deal with Shares of an aggregate number of Shares of up to 20% of the issued Shares on the date of passing such resolution; and
- (c) the extension of the General Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the number of Shares in issue were 480,000,000 Shares. Assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM, subject to the passing of the relevant resolutions, the maximum number of Shares to be issued under the proposed General Mandate is 96,000,000 Shares, and the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 48,000,000 Shares.

The General Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 4 of the notice of the AGM as set out on pages AGM-1 to AGM-6 of this circular.

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## LETTER FROM THE BOARD

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In accordance with the requirements of the GEM 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 grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises three executive Directors, namely, Mr. Wong Kai Hung Kelvin, Mr. Xi Bin and Mr. Hung Yuk Miu; and three independent non-executive Directors, namely Mr. Ng Wing Heng Henry, Mr. Sze Irons *BBS JP* and Mr. Fong Kin Tat.

In accordance with 84(1) and 84(2) of the Articles, each of Mr. Wong Kai Hung Kelvin and Mr. Xi Bin will retire from the office of Director by rotation and each of them, being eligible, will offer himself for re-election at the AGM.

Particulars of Mr. Wong Kai Hung Kelvin and Mr. Xi Bin are set out in Appendix II to this circular.

### 4. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages AGM-1 to AGM-6 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the re-election of the retiring Directors.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting 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. As such, all resolutions set out in the notice of AGM will be voted on by way of poll.

A form of proxy for use at the AGM is sent to you with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event by 10:00 a.m., on Monday, 27 May 2019 or not less than 48 hours before the time appointed for the holding of the adjourned AGM (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or the adjourned AGM should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.



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## LETTER FROM THE BOARD

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### Closure of register of members

To ascertain the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 23 May 2019 to Tuesday, 28 May 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfer of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. (Hong Kong time) on Wednesday, 22 May 2019.

### 5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

### 6. RECOMMENDATION

The Directors consider that (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the reelection of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully  
On behalf of the Board  
**ST International Holdings Company Limited**  
**Wong Kai Hung Kelvin**  
*Chairman*

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.*

### **1. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were 480,000,000 Shares in issue. Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM in respect of the grant of the Repurchase Mandate and on the basis that there is no change in the number of issued Shares from the Latest Practicable Date to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 48,000,000 Shares.

### **3. FUNDING OF REPURCHASES**

The Company is empowered by Articles to purchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the laws of the Cayman Islands, the GEM Listing Rules and/or any other applicable laws, as the case may be.

The Companies Law provides that the amount of capital repaid in connection with the securities repurchase must have been provided for out of the profits of the Company and/or out of the proceeds of a fresh issue of the securities made for the purpose of the repurchase to such an extent allowable under the Companies Law.

**4.     IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5.     TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, 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 could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholder was interested in more than 5% of the Shares then in issue:

<b>Name</b>	<b>Number of Shares</b>	<b>Percentage holding</b>
Cosmic Bliss Investments Limited ("Cosmic Bliss") ( <i>Note</i> )	360,000,000	75.00%

*Note:* Cosmic Bliss is the registered and beneficial owner holding 75% of the issued Shares. The issued share capital of Cosmic Bliss is wholly owned by Mr. Wong Kai Hung Kelvin, a Director.

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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To the best of the Directors' knowledge and belief, having made all reasonable enquiries, they are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

In the event the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of Cosmic Bliss in the issued Shares would be increased to approximately 83.33%.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

### **6.      GENERAL**

None of the Directors or, to the best of their knowledge after having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Cayman Islands.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**7.      MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which such Shares have traded on the Stock Exchange from the Listing Date up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2018</b>		
May (since the Listing Date)	0.720	0.305
June	0.440	0.315
July	0.360	0.174
August	0.275	0.226
September	0.250	0.209
October	0.218	0.170
November	0.305	0.194
December	0.280	0.240
<b>2019</b>		
January	0.275	0.228
February	0.270	0.234
March (up to the Latest Practicable Date)	0.280	0.232

**8.      REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of the Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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*Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the AGM according to the Articles and will be proposed to be re-elected at the same meeting are provided below.*

### **1.     MR. WONG KAI HUNG KELVIN (“MR. WONG”)**

Mr. Wong Kai Hung Kelvin, aged 43, founded the Group in October 2011. He was appointed as a Director on 21 February 2017 and became the chairman of the Board and an executive Director on 1 April 2017. He is also the chairman of the corporate governance committee of the Company and a member of each of the nomination committee and the remuneration committee of the Company. Mr. Wong is responsible for the overall business strategies, planning, management and operational development of the Group. Mr. Wong is also a director of each subsidiary of the Company.

Mr. Wong has over 18 years of experience in business administration. From July 1999 to March 2004, before founding the Group, Mr. Wong worked in various companies of his family business where he was responsible for managing staff and establishing and accomplishing business objectives.

Mr. Wong graduated from the University of Southern California in the United States with a Bachelor of Science (business administration) (major in science (business administration) and minor in architecture) in May 1999. Mr. Wong is currently an executive member of the 10th Executive Committee of The Y. Elites Association (香港菁英會). In October 2013, he was awarded the honorary citizenship of Jiangmen of Guangdong Province (廣東省江門市榮譽市民).

Mr. Wong was a director of the companies below, which were dissolved by way of deregistration as these companies ceased to carry on business. As confirmed by Mr. Wong, each of these companies was inactive and solvent at the time when they were dissolved and so far as he was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against him.

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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Name of company	Place of incorporation	Nature of business before dissolution	Date of dissolution	Method of dissolution
All Harvest Corporation Limited	Hong Kong	Trademark holding	8 April 2016	Deregistration of a defunct private company
Star Seekers International Limited	Hong Kong	Trading	11 September 2009	Deregistration of a defunct private company
Barcode (China) Limited	Hong Kong	Dormant	30 June 2006	Deregistration of a defunct private company
Sun Leader (HK) Garments Limited	Hong Kong	Garment	13 January 2006	Deregistration of a defunct private company
Oriental Timber Limited	Hong Kong	Trading	30 July 2004	Deregistration of a defunct private company
Comicsunion Limited	Hong Kong	Online cartoon trading	19 July 2002	Deregistration of a defunct private company

As at the Latest Practicable Date, Cosmic Bliss, a company wholly owned by Mr. Wong, is interested in 360,000,000 Shares. By virtue of the provisions of Part XV of the SFO, Mr. Wong is deemed to be interested in all the Shares held by Cosmic Bliss.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Wong had not held any other major appointment and qualifications or directorship in other listed company in the last three years; (ii) nor does he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules). Save as mentioned above, Mr. Wong did not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Wong was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Wong has entered into a service agreement with the Company for a term of three years commencing from 1 April 2017, subject to rotation and re-election at the general meeting of the Company in accordance with the Articles. Mr. Wong is entitled to an annual remuneration of HK\$900,000 and a discretionary bonus and such remuneration is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience, duties, responsibilities, the Company's remuneration policy and the prevailing market conditions.

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Wong that need to be brought to the attention of the Shareholders.

### 2.     **MR. XI BIN (“MR. XI”)**

Mr. Xi Bin, aged 43, joined the Group in October 2011. He was appointed as a Director on 31 March 2017 and became an executive Director on 1 April 2017. He is responsible for managing and overseeing the operations and sales function of the Group and is the chief executive officer of the Group. Mr. Xi is a director of various subsidiaries of the Company.

Mr. Xi has over 20 years of experience in the textile industry. From April 1997 to November 2007, Mr. Xi worked as the merchandising manager of Dongguan Julong Textile Company Limited\* (東莞聚龍製衣有限公司), a company engaging in textile-related business, responsible for sales and marketing. From January 2007 to November 2016, Mr. Xi worked as general manager in Zhuhai Zhaotian Trading Co., Ltd.\* (珠海兆天貿易有限公司), a sourcing agent, responsible for its overall operation. From October 2015 to June 2017, Mr. Xi was the legal representative in Wuxi Tianhe Textile Technology Co., Ltd.\* (無錫天合紡織科技有限公司) (“**Wuxi Tianhe Textile**”). Mr. Xi graduated from Xidian University (西安電子科技大學) in the PRC with a Bachelor of Business Administration in March 2011. Mr. Xi was awarded the degree of Master of Business Administration in November 2016 by China Europe International Business School (中歐國際工商學院) in the PRC.

Mr. Xi was a director of Wuxi Tianhe Textile, which was dissolved by way of deregistration as this company ceased to carry on business. As confirmed by Mr. Xi, this company was inactive and solvent as at the time when it was dissolved and so far he was aware, the dissolution of the company has not resulted in any liability or obligation being imposed against him.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Xi had not held any other major appointment and qualifications or directorship in other listed company in the last three years; (ii) nor does he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules). Save as mentioned above, Mr. Xi did not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Xi was not interested in any Shares within the meaning of Part XV of the SFO.

\*    *For identification purposes only*



Mr. Xi has entered into a service agreement with the Company for a term of three years commencing from 1 April 2017, subject to rotation and re-election at the general meeting of the Company in accordance with the Articles. Mr. Xi is entitled to an annual remuneration of HK\$864,000 and a discretionary bonus and such remuneration is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience, duties, responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Xi that need to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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### ST INTERNATIONAL HOLDINGS COMPANY LIMITED

### 智紡國際控股有限公司

*(Incorporated in Cayman Islands with limited liability)*

**(Stock code: 8521)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**Meeting**”) of ST International Holdings Company Limited (“**Company**”) will be held at 10:00 a.m. on Wednesday, 29 May 2019 at Conference Room 2, 2/F., Clubhouse, Hong Kong Parkview, 88 Tai Tam Reservoir Road, Tai Tam, Hong Kong, for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”, each a “**Director**”) and the auditors of the Company for the year ended 31 December 2018.
2. To pass the following resolutions, each as a separate resolution:
  - (a) to re-elect Mr. Wong Kai Hung Kelvin as a Director;
  - (b) to re-elect Mr. Xi Bin as a Director; and
  - (c) to authorise the board of Directors (“**Board**”) to fix the respective Directors’ remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF AGM

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4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares (“**Shares**”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the applicable laws of Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares on the date of passing of this resolution and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose 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;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) 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 applicable laws to be held.”

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## NOTICE OF AGM

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

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorised and unissued Shares in the capital of the Company and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements or options, including warrants to subscribe for Shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of any options granted under a share option scheme of the Company;
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association the Company; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 percent of the aggregate number of Shares in issue on the date of the passing of this resolution and the said approval shall be limited accordingly;

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## NOTICE OF AGM

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- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and
- (e) 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;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) 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 applicable laws to be held;

**“Rights Issue”** means an offer of Shares, or offer on issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF AGM

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

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 in the notice convening this Meeting (“**Notice**”), the general mandate referred to in the resolution numbered 5 in the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares purchased or agreed to be purchased by the Company pursuant to the mandate referred to in the resolution numbered 4 in the Notice, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue on the date of the passing of this resolution.”

On behalf of the board of Directors  
**ST International Holdings Company Limited**  
**Wong Kai Hung Kelvin**  
*Chairman*

22 March 2019

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111 Cayman Islands

*Principal place of business*

*in Hong Kong:*  
Room 1006, 10/F., Centre Point  
181-185 Gloucester Road  
Wan Chai, Hong Kong

*Notes:*

1. Any member whose name appears on the register of members of the Company as at 4:30 p.m. (Hong Kong time) on Wednesday, 22 May 2019, shall be entitled to attend and vote at the Meeting.
2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him and to attend and vote in his stead at the Meeting.

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## NOTICE OF AGM

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3. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 10:00 a.m., on Monday, 27 May 2019 or not less than 48 hours before the time appointed for the holding of the adjourned meeting (as the case may be).
4. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy previously submitted shall be deemed revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled to vote, but if more than one of such joint holders are present at the meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of members of the Company in respect of the joint holding.
6. In compliance with the Rules ("GEM Listing Rules") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the Meeting convened by this notice will be voted on by way of poll.

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Wong Kai Hung, Kelvin, Mr. Xi Bin and Mr. Hung Yuk Miu; and three independent non-executive Directors, namely Mr. Ng Wing Heng Henry, Mr. Sze Irons BBS JP and Mr. Fong Kin Tat.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.*

*This notice will appear on the GEM website [www.hkgem.com](http://www.hkgem.com) for at least seven days after the date of publication and on the website of the Company at [www.smart-team.cn](http://www.smart-team.cn).*