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

If you have sold or transferred all your shares in the Company, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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361 Degrees International Limited

361 度國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1361)

**GRANT OF THE ISSUE MANDATE,
GRANT OF THE SHARE BUY-BACK MANDATE
RE-ELECTION OF DIRECTORS
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of 361 Degrees International Limited ("Company") to be held at 9th Floor, 361° Building, Huli High-technology Park, Xiamen, Fujian Province, People's Republic of China on Monday, 20 May 2019 at 1:00 p.m. is set out on pages 18 to 22 of this circular. Resolutions will be proposed at the AGM to consider and, if thought fit, approve, among other things, the grant of the Issue Mandate, the Share Buy-back Mandate, and the appointment and re-election of Directors by way of ordinary resolutions.

A form of proxy is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM in person or any adjourned meeting (as the case may be) should you so desire.

10 April 2019

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 9th Floor, 361° Building, Huli High-technology Park, Xiamen, Fujian Province, People’s Republic of China on Monday, 20 May 2019 at 1:00 p.m. or any adjournment thereof, the notice of which is set out on pages 18 to 22 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	361 Degrees International Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“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
“Issue Mandate”	a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution approving the same
“Latest Practicable Date”	1 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) with a nominal value of HK\$0.1 each in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate to the Directors to buy back the fully paid up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of an ordinary resolution approving the same
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



361 Degrees International Limited

361 度國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1361)

Executive Directors:

Mr. Ding Huihuang (*Chairman*)

Mr. Ding Wuhao (*President*)

Mr. Ding Huirong

Mr. Wang Jiabi

Registered office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Tsui Yung Kwok

Dr. Liao Jianwen

Mr. Li Yuen Fai Roger

*Head office and principal place of
business in the PRC:*

361° Building

Huli High-Technology Park

Xiamen, Fujian Province 361009

the PRC

Principal place of business in Hong Kong:

Room 1609

16/F, Office Tower, Convention Plaza

1 Harbour Road

Wanchai, Hong Kong

10 April 2019

*To the Shareholders and, for information only,
the holders of share options of the Company,*

Dear Sir or Madam,

**GRANT OF THE ISSUE MANDATE,
GRANT OF THE SHARE BUY-BACK MANDATE
RE-ELECTION OF DIRECTORS
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the grant of the Share Buy-back Mandate to the Directors; (ii) the grant of the Issue Mandate to the Directors; (iii) the re-election of retiring Directors; and (iv) the appointment of independent non-executive Director.

THE SHARE BUY-BACK MANDATE

Pursuant to the ordinary resolutions passed at the annual general meeting of the Company held on 27 April 2018, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase up to 206,760,200 Shares, being 10% of the total number of Shares in issue as at 27 April 2018. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Share Buy-back Mandate to the Directors. As at the Latest Practicable Date, the Company has an issued share capital of HK\$206,760,200 divided into 2,067,602,000 Shares with nominal value of HK\$0.10 each. Subject to the passing of an ordinary resolution approving the Share Buy-back Mandate and on the basis that no further Shares will be issued or allotted by the Company prior to the AGM, exercise of the Share Buy-back Mandate in full would result in up to a maximum of 206,760,200 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$20,676,020 being bought back by the Company. An explanatory statement as required under the Listing Rules to provide the requisite information of the Share Buy-back Mandate is set out in Appendix I to this circular.

ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate in order to provide flexibility and discretion to the Directors to issue new Shares. As at the Latest Practicable Date, the Company has an issued share capital of HK\$206,760,200 divided into 2,067,602,000 Shares of HK\$0.10 each. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued or allotted by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 413,520,400 Shares, representing 20% of the total number of Shares in issue and a share capital of HK\$41,352,040, being issued by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of such Shares bought back under the Share Buy-back Mandate.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. Ding Wuhao, Mr. Ding Huihuang, Mr. Ding Huirong and Mr. Wang Jiabi, and the independent non-executive Directors were Mr. Tsui Yung Kwok, Dr. Liao Jianwen and Mr. Li Yuen Fai Roger.

LETTER FROM THE BOARD

Pursuant to Article 84(1) of the Articles, Mr. Ding Wuhao, Dr. Liao Jianwen, Mr. Li Yuen Fai Roger and Mr. Tsui Yung Kwok shall retire from office at the AGM. Mr. Tsui, an independent non-executive Director, has informed the Board that he will not offer himself for re-election at the AGM due to his other commitment and accordingly, will retire as a Director at the close of the AGM. Following his retirement, Mr. Tsui will cease to be the chairman of the audit committee of the Company, and member of each of the remuneration committee and nomination committee of the Company. Mr. Tsui has confirmed that he has no disagreement with the Board and there is no matter with respect to his retirement that needs to be brought to the attention of the Shareholders. The Board wishes to express its sincere gratitude and appreciation to Mr. Tsui for his dedication and invaluable contributions to the Company during his tenure.

As for Mr. Ding, Dr. Liao and Mr. Li, each being eligible, each of them will offer themselves for re-election.

The Nomination Committee has considered the proposed re-election of Mr. Ding, Dr. Liao and Mr. Li taking into consideration factors such as the diversity policy of the Company, the perspectives, skills and experiences of Mr. Ding, Dr. Liao and Mr. Li, and the contributions of each of them, the Nomination Committee recommended to the Board that the re-election of Mr. Ding, Dr. Liao and Mr. Li be proposed to the Shareholders for approval at the AGM. Furthermore, based on the Nomination Committee's assessment and the annual written confirmation of independence provided by each of Dr. Liao and Mr. Li, Dr. Liao and Mr. Li satisfy the independence requirements under Rule 3.13 of the Listing Rules.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As Mr. Tsui will not offer himself for re-election at the AGM, and to fill the vacancy in the office of Directors, the Board proposes to appoint Mr. Hon Ping Cho Terence as an independent non-executive Director, subject to the approval by the Shareholders at the AGM. Details of Mr. Hon are set out in Appendix II to this circular.

During the process in identifying candidates as an independent non-executive Director to fill the vacancy, the Board has searched for candidates with accounting related experience, experience in sitting as an independent non-executive director of a company listed in Hong Kong, and who will satisfy the independence requirements under Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

The Board (which agreed with the recommendation of the Nomination Committee) is of the view that, considering (i) the background and extensive experience of Mr. Hon, in particular his experience working in various other industries and listed companies of larger scale; (ii) the diversity in terms of perspectives, skills and experience that Mr. Hon can bring; (iii) the current requirements of the Company; and (iv) based on the assessment carried out and the written confirmation provided by Mr. Hon that Mr. Hon satisfies the independence requirement under Rule 3.13 of the Listing Rules, a resolution should be proposed to the Shareholders to consider the appointment of Mr. Hon as an independent non-executive Director. The Board believes that Mr. Hon will be able to make valuable contributions to the Company as an independent non-executive Director.

AGM

A notice convening the AGM to be held at 9th Floor, 361° Building, Huli High-technology Park, Xiamen, Fujian Province, People's Republic of China on Monday, 20 May 2019 at 1:00 p.m. is set out on pages 18 to 22 of this circular.

ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at ir.361sport.com. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM in person or any adjourned meeting (as the case may be) should you so desire.

VOTING BY POLL AT THE AGM

Pursuant to the Article 66 of the Articles and the requirement of Rule 13.39(4) of the Listing Rules, every resolution submitted to the AGM shall be determined by voting by poll.

RECOMMENDATION

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the grant of the Share Buy-back Mandate to the Directors; (ii) the grant of the Issue Mandate to the Directors; (iii) the re-election of retiring Directors; and (iv) the appointment of independent non-executive Director.

LETTER FROM THE BOARD

The Directors consider that (i) the grant of the Share Buy-back Mandate to the Directors; (ii) the grant of Issue Mandate to the Directors; (iii) the re-election of retiring Directors; and (iv) the appointment of independent non-executive Director are in the best interests of the Company, the Group and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of the corresponding resolutions to be proposed at the AGM respectively.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principal place of business of the Company in Hong Kong during normal business hours from the date of this circular up to and including the date of the AGM:

- (i) the memorandum of association of the Company and the Articles; and
- (ii) this circular.

Yours faithfully,
For and on behalf of
361 Degrees International Limited
Ding Huihuang
Chairman

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the Share Buy-back Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 2,067,602,000 Shares in issue or an issued share capital of HK\$206,760,200.

Subject to the passing of the proposed ordinary resolution approving the Share Buy-back Mandate and on the basis that no further Shares is issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Share Buy-back Mandate in full would result in up to a maximum of 206,760,200 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$20,676,020 being bought back by the Company during the period ending on the earlier of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by law; or (iii) the date upon which the Share Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

REASONS FOR SHARE BUY-BACK

Although the Directors have no present intention of exercising the Share Buy-back Mandate, they believe that the flexibility afforded by the Share Buy-back Mandate would be beneficial to the Company and the Shareholders as a whole. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to buy back the Shares will be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares bought back by the Company from time to time and thereby resulting in an increase in net assets and/or earnings per share of the Company. Such Share buy-backs will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

FUNDING OF BUY BACKS

The Directors propose that the buy back of Shares under the Share Buy-back Mandate would be financed from the Company's internal resources.

In buying back the Shares, the Company may only apply funds legally available for such purposes in accordance with the memorandum of association of the Company and the Articles, and the applicable laws of the Cayman Islands. Under the laws of the Cayman Islands, Share buy-backs by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the nominal value of the Shares to be purchased must be provided for out of the Company's profits or share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of the Company's capital.

The exercise of the Share Buy-back Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company as disclosed in the annual report of the Company for the year ended 31 December 2018.

The Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of the Shares to be bought back on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

Share prices

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

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
April 2018	2.72	2.39
May 2018	2.64	2.35
June 2018	2.70	2.20
July 2018	2.38	2.12
August 2018	2.35	2.02
September 2018	2.28	1.92
October 2018	2.04	1.77
November 2018	2.05	1.81
December 2018	1.95	1.53
2019		
January 2019	1.89	1.59
February 2019	1.77	1.47
March 2019	1.61	1.48
April 2019 (up to the Latest Practicable Date)	1.55	1.49

Disclosure of interests

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders at the AGM, to sell any Shares to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)).

No core connected person of the Company has notified the Company that he or she or it has a present intention to sell any Shares to the Company nor has undertaken not to sell any of the Shares held by him or her or it to the Company in the event that the Share Buy-back Mandate is approved by the Shareholders at the AGM.

Takeovers Code

If, as a result of share buy-backs by a company, a shareholder's proportionate interest in the voting rights of the company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, 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 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, as far as the Directors are aware, substantial Shareholders having an interest of 5% or more in the issued share capital of the Company are as follows:

Name of substantial shareholder	Note	Nature of interest	Long/ short position	Number of shares (ordinary shares)	Percentage
Dings International Company Limited	1	Beneficial owner	Long	340,066,332	16.46%
Mr. Ding Wuhao	1	Interest in controlled corporation	Long	340,066,332	16.46%
Ming Rong International Company Limited	2	Beneficial owner	Long	324,066,454	15.67%
Mr. Ding Huihuang	2	Interest in controlled corporation	Long	324,066,454	15.67%
Hui Rong International Company Limited	3	Beneficial owner	Long	324,066,454	15.67%
Mr. Ding Huirong	3	Interest in controlled corporation	Long	324,066,454	15.67%

APPENDIX I**EXPLANATORY STATEMENT
FOR THE SHARE BUY-BACK MANDATE**

Name of substantial shareholder	Note	Nature of interest	Long/ short position	Number of shares (ordinary shares)	Percentage
Jia Wei International Co., Ltd.	4	Beneficial owner	Long	168,784,611	8.16%
Mr. Wang Jiabi	4	Interest in controlled corporation	Long	168,784,611	8.16%
Jia Chen International Co., Ltd.	5	Beneficial owner	Long	168,784,611	8.16%
Mr. Wang Jiachen	5	Interest in controlled corporation	Long	168,784,611	8.16%

Notes:

1. Mr. Ding Wuhao is deemed to be interested in 340,066,332 shares of the Company held by Dings International Company Limited by virtue of it being controlled by Mr. Ding Wuhao. He is the brother-in-law of both Mr. Ding Huihuang and Mr. Ding Huirong.
2. Mr. Ding Huihuang is deemed to be interested in 324,066,454 shares of the Company held by Ming Rong International Company Limited by virtue of it being controlled by Mr. Ding Huihuang. He is the elder brother of Mr. Ding Huirong and the brother-in-law of Mr. Ding Wuhao.
3. Mr. Ding Huirong is deemed to be interested in 324,066,454 shares of the Company held by Hui Rong International Company Limited by virtue of it being controlled by Mr. Ding Huirong. He is the brother of Mr. Ding Huihuang and the brother-in-law of Mr. Ding Wuhao.
4. Mr. Wang Jiabi is deemed to be interested in 168,784,611 shares of the Company held by Jia Wei International Co., Ltd. by virtue of it being controlled by Mr. Wang Jiabi.
5. Mr. Wang Jiachen is deemed to be interested in 168,784,611 shares of the Company held by Jia Chen International Co., Ltd. by virtue of it being controlled by Mr. Wang Jiachen.

The exercise of the Share Buy-back Mandate by the Directors in full to buy back the Shares will not result in an obligation on the part of any of Dings International Company Limited, Mr. Ding Wuhao, Ming Rong International Company Limited, Mr. Ding Huihuang, Hui Rong International Company Limited and Mr. Ding Huirong, each a substantial Shareholder under the meaning of the Listing Rules, to make a general offer under the Takeovers Code.

Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of Share buy-back, the exercise of the Share Buy-back Mandate in full will result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. However, the Directors have no present intention to exercise the Share Buy-back Mandate to the extent that less than 25% of the issued share capital of the Company will be held by the public.

SHARES BOUGHT BACK BY THE COMPANY

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

1. MR. DING WUHAO (丁伍號)

Mr. Ding Wuhao (丁伍號), aged 53, joined the Group in June 2003 and has been the President of the Company since August 2008. He is also a member of the Nomination Committee. He is primarily responsible for the Group's overall strategies, planning and business development. He has over 20 years of experience in the PRC sportswear industry. Since December 2006, he has been a member of the Chinese People's Political Consultative Conference ("CPPCC") Fujian Province Jinjiang City Committee (中國人民政治協商會議福建省晉江市委員會). In October 2008, he received the award of the "2008 Most Socially Responsible Entrepreneur in China" (2008年度中國最具社會責任企業家) by the Annual Selection Organising Committee of China Human Resources Management (中國人力資源管理年度評選組委會). In May 2009, he received the "Contribution Award for China TV Sports Programmes" (中國體育電視貢獻獎) by CCTV Sports Channel (中央電視台體育頻道). In 2010, he was awarded "Top Ten Chinese Entrepreneur of Integrity of the Year (創業中國年度十大誠信人物獎)" by "Example for China (《榜樣中國》)", "Outstanding Contribution Award for Asian Games (亞運突出貢獻獎)" by 16th Asian Games Organizing Committee (第十六屆亞運會組委會), and "Outstanding Contribution Award of Asian Games (亞洲體育傑出貢獻獎)" by Olympic Council of Asia (亞洲奧林匹克理事會). In 2011, he was awarded "The Most Caring Chinese Entrepreneur on Staff's Development (中國最關注員工發展企業家)" at the eight session of China Human Resource Management Innovation Summit (第八屆中國人力資源管理創新高峰會) and "Top Ten Youth Business Leader in Asia (亞洲十大青年商業領袖)" by Forbes. He completed a CEO in China's Enterprise/Finance program at the Cheung Kong Graduate School of Business in August 2012.

Length of service

Pursuant to the service agreement entered into between Mr. Ding and the Company, the term of Mr. Ding's appointment is three years commencing from 30 June 2018.

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

Mr. Ding is the brother-in-law of Mr. Ding Huihuang and Mr. Ding Huirong, both of whom are executive Directors. Mr. Ding is the sole director and sole shareholder of Dings International Company Limited, a substantial shareholder of the Company.

Save as disclosed above, Mr. Ding does not have any relationship with any director, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

Interests in shares

As at the Latest Practicable Date, Mr. Ding was interested in the entire issued share capital of Dings International Company Limited, which held 340,066,332 Shares, and is a substantial Shareholder. Mr. Ding is the sole director of Dings International Company Limited, which is a substantial shareholder (as defined under the Listing Rules) of the Company.

Amount of emolument

The emolument payable to Mr. Ding is RMB1,930,000 per year and may, subject to the discretion of the Directors, be reviewed.

Other information

Mr. Ding has no information to be disclosed pursuant to (h) to (w) of Rule 13.51(2) of the Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

2. DR. LIAO JIANWEN (廖建文)

Dr. Liao Jianwen (廖建文), aged 51, joined the Group in June 2014 and is an independent non-executive Director. Dr. Liao is also the chairmen of the remuneration committee of the Company and a member of the audit committee of the Company. Dr. Liao has over 20 years of experience in cross disciplinary research in strategy, innovation and entrepreneurship, and in particular the area of business transformation through digital technologies. Dr. Liao received a bachelor's degree in Engineering from Northeastern University; a master's degree in Economics from Renmin University of China and a doctorate degree in Business Administration from Southern Illinois University at Carbondale, United States. He is currently the Chief Strategy Officer of the JD Group (京東集團)(Stock code: NASDAQ: JD). Dr. Liao is also an independent non-executive director of Color Life Services Group Co. (Stock code: 01778); Fantasia Group (Stock Code: 01777) and a director of China United Network Communications Ltd. (Stock code: 600050.SH) and Yonghui Superstores Co Ltd (Stock code: 601933.SH).

Length of Service

Pursuant to the service contract entered into between Dr. Liao, his existing term is three years commencing from 1 June 2017, which is renewable upon the expiry.

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

Dr. Liao does not have any relationship with any Director, senior management, or substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

Interest in Shares

As at the Latest Practicable Date, Dr. Liao does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Amount of Emolument

The emolument payable to Dr. Liao is RMB360,000 per year, and may be reviewed subject to the discretion of the Directors.

Other Information

Dr. Liao has no other information to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

3. MR. LI YUEN FAI ROGER (李苑輝)

Mr. Li Yuen Fai Roger (李苑輝), aged 58, joined the Group in July 2016 and is an independent non-executive Director. Mr. Li is also the chairman of the nomination committee of the Company and a member of the audit committee of the Company. Mr. Li has over 30 years of experience in corporate finance, accounting, auditing, corporate administration and business development. He is currently the sole practitioner for Roger Li & Co, a certified public accountant firm in Hong Kong from 2003. He is also an independent non-executive director of Kangli International Holdings Limited (Stock Code 06890). Mr. Li is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Taxation Institution of Hong Kong and was a member of the 7th, 8th and 9th Member of People's Political and Consultative Congress of Heilongjiang Province in the People's Republic of China and was appointed as the Economic Advisor of the Government of Chengde City of Hebei Province in the People's Republic of China in 1995.

Length of Service

Pursuant to the service contract entered into between Mr. Li, his existing term is three years commencing from 1 July 2016, which is renewable upon the expiry.

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

Mr. Li does not have any relationship with any Director, senior management, or substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Li does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Amount of Emolument

The emolument payable to Mr. Li is HK\$420,000 per year, and may be reviewed subject to the discretion of the Directors.

Other Information

Mr. Li has no other information to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

4. MR. HON PING CHO TERENCE (韓炳祖)

Mr. Hon Ping Cho Terence (韓炳祖), aged 59, is an independent non-executive director of Xiabuxiabu Catering Management (China) Holdings Co., Ltd. (Stock Code: 520), a company listed on the Main Board of the Stock Exchange, and Jimu Group Limited (Stock Code: 8187), a company listed on the Growth Enterprise Market of the Stock Exchange, since 28 November 2014 and 11 December 2017, respectively. He was previously the chief financial officer and company secretary of DTXS Silk Road Investment Holdings Company Limited (Stock Code: 620), a company listed on the Main Board of the Stock Exchange, from June 2016 (as chief financial officer) and November 2016 (as company secretary) until September 2018. Prior to working at DTXS Silk Road Investment Holdings Company Limited, Mr. Hon worked at a number of companies, including at Auto Italia Holdings Limited (Stock Code: 720) as chief financial officer and company secretary between December 2013 and April 2016, China Dongxiang (Group) Co., Ltd. (Stock Code: 3818) as chief financial officer between December 2010 and October 2012, Ka Wah Construction Materials (Hong Kong) Limited as chief financial officer between September 2008 to December 2010, TOM Group Limited (Stock Code: 2383) between June 2001 and February 2008 with his last position as the group finance director, and Ng Fung Hong Limited as a company secretary of the group between 1996 and 2001. Before moving to the commercial section, Mr. Hon worked in an international accounting firm.

Mr. Hon is a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. He obtained a Master's degree in Business Administration (Financial Services) from The Hong Kong Polytechnic University in November 2004.

Length of Service

It is proposed that if Mr. Hon's appointment is approved by the Shareholders at the AGM, his term will be three years commencing from the date of the AGM, being 20 May 2019.

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

Mr. Hon does not have any relationship with any Director, senior management, or substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Hon does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Amount of Emolument

It is proposed that if Mr. Hon's appointment is approved by the Shareholders at the AGM, the emolument payable to Mr. Hon will be HK\$420,000 per year, and may be reviewed subject to the discretion of the Directors.

Other Information

Mr. Hon has no other information to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF AGM

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361 Degrees International Limited

361 度國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1361)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“Meeting”) of 361 Degrees International Limited (the “Company”) will be held at 9th Floor, 361° Building, Huli High-technology Park, Xiamen, Fujian Province, People’s Republic of China on Monday, 20 May 2019 at 1:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors (the “Directors” and each, a “Director”) and the auditors (the “Auditors”) of the Company for the year ended 31 December 2018.
2. To re-elect three retiring Directors, namely, Mr. Ding Wuhao as executive Director, Dr. Liao Jianwen and Mr. Li Yuen Fai Roger as independent non-executive Directors.
3. To appoint Mr. Hon Ping Cho Terence as an independent non-executive Director.
4. To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors.
5. To re-appoint KPMG as the Auditors and to authorize the Board to fix their remuneration.

NOTICE OF AGM

AS SPECIAL BUSINESS

ORDINARY RESOLUTIONS

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back issued shares with nominal value of HK\$0.10 each in the capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on another stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) or of any other stock exchange, as amended from time to time, and the manner of any such share buy-backs be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) 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 expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF AGM

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “Shares”) and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital to be allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of the rights of subscription or conversion under the terms of any warrants which may be issued by the Company or any securities which are convertible into shares; (iii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees, officers, Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF AGM

(d) for the purposes of this resolution:

“**Relevant Period**” shall have the same meaning as that ascribed to it under resolution no. 6 as set out in the notice convening the Meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

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

“**THAT** conditional upon the passing of resolutions nos. 6 and 7 as set out in the notice convening the Meeting, the general mandate granted to the Directors pursuant to resolution no. 7 as set out in the notice convening the Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company bought back by the Company under the authority granted pursuant to resolution no. 6 as set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By Order of the Board of
361 Degrees International Limited
Ding Huihuang
Chairman

Hong Kong, 10 April 2019

Notes:

1. The register of members of the Company will be closed from Wednesday, 15 May 2019 to Monday, 20 May 2019 (both days inclusive) during which no transfer of share(s) will be registered. Members whose names appear on the register of members of the Company at the close of business on Tuesday, 14 May 2019 will be entitled to attend and vote at the Meeting.
2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.

NOTICE OF AGM

3. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the annual general meeting or any adjournment thereof.
5. Please refer to Appendix II to the circular of the Company dated 10 April 2019 for the details of the retiring Directors subject to re-election or the proposed Director subject to appointment at the Meeting.

As at the date of this notice, the Directors are:

Executive Directors: Mr. Ding Wuhao, Mr. Ding Huihuang (Chairman), Mr. Ding Huirong and Mr. Wang Jiabi

Independent non-executive Directors: Mr. Tsui Yung Kwok, Dr. Liao Jianwen and Mr. Li Yuen Fai Roger