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Crown International Corporation Limited
皇冠環球集團有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 727)

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “**2019 AGM**”) of the shareholders (the “**Shareholders**”) of Crown International Corporation Limited (the “**Company**”) will be held at Regus Conference Center, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 9 September 2019 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 March 2019.
2. To re-elect the retiring Directors, each as a separate resolution:
 - (I) To re-elect Ms. HUNG Man as an executive Director.
 - (II) To re-elect Mr. MENG Jin Long as an executive Director.
 - (III) To re-elect Mr. CHEN Fang as an independent non-executive Director.

3. To re-appoint BDO Limited as the independent auditor of the Company and to authorize the board of Directors (the “**Board**”) to fix its remuneration.

As special businesses, to consider and, if thought fit, to pass with or without amendments the following ordinary resolutions:

4. (I) “**THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional ordinary shares in the Company (the “**Shares**”) and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers either during or after the Relevant Period, not exceeding 686,000,000 Shares, being 20% of the aggregate number of the issued Shares as at the date of this resolution, otherwise than any Shares which may be issued pursuant to the following events:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors and employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares;
 - (iii) any scrip dividend or similar arrangement in accordance with the articles of association of the Company (the “**Articles of Association**”);
or
 - (iv) upon the exercise of the subscription rights attaching to any warrants issued by the Company; and

(b) 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 expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of Hong Kong to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the Shareholders or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

(II) **“THAT:**

- (a) a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to buy back the Shares in accordance with all applicable laws and the requirements of the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“Commission”**) and the Stock Exchange under The Code on Share Buy-backs issued by the Commission for this purpose, provided that the aggregate number of Shares to be bought back pursuant to the approval in this paragraph shall not exceed 343,000,000 Shares, being 10% of the aggregate number of issued Shares as at the date of this resolution; and
- (b) 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 Articles of Association or any applicable laws of Hong Kong to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

- (III) **“THAT** conditional upon the passing of resolutions numbered 4(I) and 4(II) set out in the notice of annual general meeting of the Company of which this resolution forms part, the aggregate number of the Shares which may be bought back by the Company pursuant to the said resolution numbered 4(II) shall be added to the aggregate number of the Shares which may be issued pursuant to the said resolution numbered 4(I) provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing this resolution.”

5. “**THAT** the Board be authorised to fix the Directors’ remunerations for the year ending 31 March 2020.”
6. To consider as a special business, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Stock Exchange granting approval for the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the refreshed Scheme Mandate Limit (defined below) pursuant to the share option scheme adopted by the Company on 25 September 2015 (the “**Share Option Scheme**”), approval be and is hereby granted for refreshing the existing scheme mandate limit (the “**Scheme Mandate Limit**”) in respect of the granting of options under the Share Option Scheme provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company (or its subsidiaries) under the limit as refreshed hereby must not exceed 10% of the total number of Shares in issue as at the date on which this resolution is passed (options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or any other share option scheme of the Company shall be disregarded for the purpose of calculating the refreshed Scheme Mandate Limit), and any Director of the Company be and is hereby authorised to (i) at their absolute discretion, grant options to subscribe for Shares within the refreshed Scheme Mandate Limit in accordance with the rules of the Share Option Scheme; and (ii) allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the refreshed Scheme Mandate Limit.”

By order of the Board
Crown International Corporation Limited
HUNG Man
Chairman

Hong Kong, 2 August 2019

Registered Office:
Suite 902, 9th Floor
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

Notes:

- (1) Any Shareholder entitled to attend and vote at the 2019 AGM convened by this notice or at its adjournment (as the case may be) shall be entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provision of the Articles of Association. A proxy need not be a Shareholder but must attend the 2019 AGM or its adjournment (as the case may be) in person to represent you.

If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.

- (2) In order to be valid, the form of proxy, duly executed, and the power of attorney or other authority, if any, under which it is signed or an office copy or a notarially certified copy thereof, must be deposited at the office of the Company's share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2019 AGM or its adjournment (as the case may be) (excluding any public holiday in Hong Kong).
- (3) A circular containing further information concerning the proposals for the adoption of the audited consolidated financial statements, the re-election of retiring Directors, the re-appointment of the Independent Auditor and the authorisation to fix its remuneration, the granting of the Share Issue Mandate and the Share Buy-back Mandate, the extension of the Share Issue Mandate, the authorisation to fix the Directors' remunerations and the refreshment of the existing scheme mandate limited under the Share Option Scheme will be sent to Shareholders.
- (4) Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the 2019 AGM or its adjourned meeting, if he/she/it so wishes. If such Shareholder attends the 2019 AGM, his/her/its form of proxy will be deemed to have been revoked.
- (5) For determining Shareholders' entitlement to attend and vote at the 2019 AGM, the register of members of the Company will be closed from Wednesday, 4 September 2019 to Monday, 9 September 2019, both days inclusive. During this period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the 2019 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 3 September 2019.

- (6) (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the 2019 AGM, the 2019 AGM will be postponed and Shareholders will be informed of the date, time and venue of the postponed 2019 AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
- (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled 3 hours before the time for holding of the 2019 AGM and where conditions permit, the 2019 AGM will be held as scheduled.
- (c) The 2019 AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
- (d) After considering their own situations, Shareholders should decide on their own whether or not they would attend the 2019 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
- (7) The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.

As at the date hereof, the Board comprises four executive Directors, namely Ms. HUNG Man (Chairman and Chief Executive Officer), Mr. LI Yong Jun (Vice Chairman), Mr. LIU Hong Shen (Vice Chairman) and Mr. MENG Jin Long; and three independent non-executive Directors, namely Mr. LONG Tao, Mr. REN Guo Hua and Mr. CHEN Fang.