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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.

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ST INTERNATIONAL HOLDINGS COMPANY LIMITED

智紡國際控股有限公司

(Incorporated in the 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**

A notice convening the annual general meeting of the Company to be held at 11:00 a.m. on Thursday, 28 May 2020 at 2/F., Clubhouse, Hong Kong Parkview, 88 Tai Tam Reservoir Road, Tai Tam, Hong Kong is set out on pages AGM-1 to AGM-7 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event by 11:00 a.m. on Tuesday, 26 May 2020 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 for a minimum period of seven days from the date of its posting and on the Company’s website at www.smart-team.cn.

31 March 2020

CHARACTERISTICS OF GEM

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

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

“2019 AGM”	the annual general meeting of the Company held on 29 May 2019
“AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Thursday, 28 May 2020 at 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-7 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 grant of the General Mandate

DEFINITIONS

“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”	24 March 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“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.

LETTER FROM THE BOARD

ST INTERNATIONAL HOLDINGS COMPANY LIMITED

智紡國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8521)

Executive Directors:

Mr. Wong Kai Hung Kelvin (*Chairman*)

Mr. Xi Bin

Non-executive Director:

Mr. Hung Yuk Miu

Independent non-executive Directors:

Mr. Ng Wing Heng Henry

Mr. Sze Irons *BBS JP*

Mr. Fong Kin Tat

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

31 March 2020

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.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the 2019 AGM, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue on the date of the passing of the resolution; (b) a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total number of not more than 10% of the total issued Shares on the date of the passing of the resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (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 resolutions numbered 5 and 4 respectively of the notice of the AGM as set out on pages AGM-1 to AGM-7 of this circular.

LETTER FROM THE BOARD

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 comprised two executive Directors, namely, Mr. Wong Kai Hung, Kelvin and Mr. Xi Bin; one non-executive Director, 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 Articles 84(1) and 84(2) of the Articles, each of Mr. Hung Yuk Miu, Mr. Ng Wing Heng Henry, Mr. Sze Irons *BBS JP* and Mr. Fong Kin Tat 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. Hung Yuk Miu, Mr. Ng Wing Heng Henry, Mr. Sze Irons *BBS JP* and Mr. Fong Kin Tat are set out in Appendix II of this circular.

4. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages AGM-1 to AGM-7 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.

LETTER FROM THE BOARD

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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event by 11:00 a.m. on Tuesday, 26 May 2020 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.

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 Monday, 25 May 2020 to Thursday, 28 May 2020, 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 share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Friday, 22 May 2020 (Hong Kong time).

To ascertain the entitlement to the proposed final dividend for the year ended 31 December 2019, the register of members of the Company will be closed from Wednesday, 3 June 2020 to Friday, 5 June 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to the proposed final dividend for the year ended 31 December 2019, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Tuesday, 2 June 2020 (Hong Kong time).

LETTER FROM THE BOARD

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 re-election 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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 resolution numbered 4 in 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 of the Cayman Islands 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 of the Cayman Islands.

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 financial statements contained in the annual report of the Company for the year ended 31 December 2019) 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:

Name	Number of Shares	Percentage holding
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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 repurchases 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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

7. MARKET PRICES OF SHARES

The highest and lowest prices per share of the Company at which such shares have traded on the Stock Exchange in the last 12 months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.270	0.242
May	0.295	0.222
June	0.250	0.181
July	0.235	0.206
August	0.222	0.200
September	0.227	0.183
October	0.580	0.194
November	0.580	0.380
December	0.580	0.370
2020		
January	0.540	0.410
February	0.600	0.435
March (up to the Latest Practicable Date)	0.640	0.455

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).

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. HUNG YUK MIU (“Mr. Hung”)

Mr. Hung Yuk Miu, aged 39, was appointed as a Director on 31 March 2017. He became an executive Director on 1 April 2017 and re-designed as a non-executive Director on 30 April 2019. Mr. Hung joined the Group in May 2014 and prior to the re-designation, he was responsible for managing and overseeing the financial management of the Group and was the chief financial officer of the Group as well as the company secretary of the Company.

From August 2004 to October 2006, Mr. Hung worked at Deloitte Touche Tohmatsu, Hong Kong branch, an accountancy firm, and his last position was senior accountant, responsible for external audit works. From October 2006 to May 2014, he worked at Deloitte Touche Tohmatsu Certified Public Accountants LLP, Shenzhen branch, an accountancy firm, and his last position was manager in audit department, responsible for external audit works.

Mr. Hung graduated from Curtin University of Technology in Australia with a Bachelor of Commerce (double major in accounting and finance) in September 2004. In November 2007, Mr. Hung was admitted as a certified practising accountant of the Certified Practising Accountant of CPA Australia Ltd. Since January 2011, he has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants.

During 1 August 2019 to 9 March 2020, Mr. Hung was the financial controller, company secretary and an authorized representative (as required under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of Sheng Yuan Holdings Limited (stock code: 851), a company listed on the Stock Exchange.

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

Mr. Hung has entered into a letter of appointment with the Company as a non-executive Director for a fixed term of six months (“**Contract Period**”) commencing from 30 April 2019. The Contract Period was subsequently extended for one year with effect from 1 November 2019, subject to rotation and re-election at general meeting of the Company in accordance with the Articles of the Company. Mr. Hung is entitled to a director’s fee of HK\$120,000 per annum, which was determined with reference to his 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. Hung that need to be brought to the attention of the Shareholders.

2. MR. NG WING HENG HENRY (“Mr. Ng”)

Mr. Ng Wing Heng Henry, aged 37, was appointed as an independent non-executive Director on 23 April 2018. He is primarily responsible for bringing an independent judgment to ensure the continuing effectiveness of the management of our Company.

Mr. Ng has extensive experience in accounting, auditing, corporate governance and capital market. From January 2008 to March 2010, Mr. Ng worked at PricewaterhouseCoopers, Hong Kong branch, an accountancy firm, as senior associate of Financial Services Practice, responsible for external audit of local and multinational companies in the financial industry. Since September 2010, he has worked at Tony Kwok Tung Ng & Co., an accountancy firm, and was appointed as a principal in January 2013, responsible for reviewing statutory audit of both local and multinational companies, managing audit teams and leading non-audit projects and consulting services.

In May 2005, Mr. Ng was awarded the Bachelor of Science (accounting) by the University of Southern California in the United States. In August 2007, he was admitted as a member of the American Institute of Certified Public Accountants. In May 2012, he was admitted as a practising member in Washington State Board of Accountancy. Since January 2015, he has been a practising certified public accountant of the Hong Kong Institute of Certified Public Accountants.

Mr. Ng is also a member of the Appeal Panel (Housing) under section 7A of the Housing Ordinance (Cap. 283, Laws of Hong Kong); a member of Appeal Board Panel under section 27 of the Urban Renewal Authority Ordinance (Cap. 563, Laws of Hong Kong); an adjudicator of Immigration Tribunal established under section 53F of the Immigration Ordinance (Cap. 115, Laws of Hong Kong); and an advisor of Panel of Advisors established under the Film Censorship Ordinance (Cap. 392, Laws of Hong Kong).

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Ng was a director of the companies below, which were dissolved by way of striking off or deregistration as these companies ceased to carry on business. As confirmed by Mr. Ng, 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.

Name of company	Place of incorporation	Nature of business before dissolution	Date of dissolution	Method of dissolution
Ao Fai Investment Company Limited	Hong Kong	Retail	10 February 2017	Striking off
Absolute Recruitment Specialist Limited	Hong Kong	Human Resources	13 December 2013	Deregistration of a defunct private company
A & F Agency Company Limited	Hong Kong	Human Resources	1 November 2013	Deregistration of a defunct private company

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

Mr. Ng has entered into a letter of appointment with the Company as an independent non-executive Director commencing from 23 April 2018, subject to rotation and re-election at general meeting of the Company in accordance with the Articles of the Company. Mr. Ng is entitled to a director's fee of HK\$120,000 per annum, which was determined with reference to his 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. Ng that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

3. MR. SZE IRONS *BBS, JP* (“Mr. Sze”)

Mr. Sze Irons *BBS, JP*, aged 58, was appointed as an independent non-executive Director on 23 April 2018. He is primarily responsible for bringing an independent judgment to ensure the continuing effectiveness of the management of our Company. Mr. Sze has extensive experience in investment and corporate management. Mr. Sze has held directorships in the following listed companies during the past three years:

Period	Name of employer	Principal business of the previous employer	Position	Duties and responsibilities
Since 2 October 2008	Continental Holdings Limited (stock code: 513)	Design, manufacturing, marketing and trading of fine jewellery and diamonds; property investment; mining operation; and investment	Independent non-executive director	Responsible for providing independent judgment on the issues of strategy, performance, resources and standard of conduct
From 4 May 2011 to 6 June 2019	China Weaving Materials Holdings Limited (stock code: 3778)	Manufacturing and trading of polyester yarns, polyester-cotton blended yarns, cotton yarns and cotton	Non-executive director	Advising on overall strategic planning but does not participate in the day-to-day management of its business operation
Since 25 November 2016	Chevalier International Holdings Ltd. (stock code: 25)	Construction and engineering, insurance and investment, property, food and beverage, computer and information communication technology and others	Independent non-executive director	Responsible for providing independent judgment on the issues of strategy, performance, resources and standard of conduct
From 1 February 2017 to 24 August 2018	Bel Global Resources Holdings Limited (stock code: 761)	Trading of mineral resources, trading of tanned leather and fur pelts; manufacture and sale of leather garments, fur garments and fabric garments	Non-executive director	Advising on overall strategic planning but does not participate in the day-to-day management of its business operation
Since 18 December 2018	Best Mart 360 Holdings Limited (stock code: 2360)	Operating leisure food chain retail stores, mainly supplying imported prepackaged leisure foods and other grocery products	Independent non-executive director	Supervising and providing independent advice to the Board
Since 18 February 2020	Jianzhong Construction Development Limited (stock code: 589)	Provision of construction services in mainland China with business mainly covers foundation works, including bored pile, Hpiles, diaphragm wall and tunnelling works, formwork and scaffolding works, construction of sewage treatment infrastructure and electrical and mechanical engineering works	Independent non-executive director	Responsible for providing independent judgment on the issues of strategy, performance, resources and standard of conduct

Mr. Sze graduated with a Bachelor of Science from the University of Wisconsin-La Crosse in the United States in May 1985. Mr. Sze is the vice supervisor of the Population, Resources and Environment Committee of the National Committee (全國政協—人口資源環境委員會副主任) and an executive member of the Beijing Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議北京市委員會常務委員), and currently the permanent honorary president of the Chinese Manufacturers' Association of Hong Kong. Mr. Sze has been a member of the HKSAR Election Committee since 2006; and is currently a member of the HKSAR Labour Advisory Board for 2019-2020.

Save as disclosed below, Mr. Sze was a director of the companies below, which were dissolved by way of striking off or deregistration as these companies ceased to carry on business. As confirmed by Mr. Sze, 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.

Name of company	Place of incorporation	Nature of business before dissolution	Date of dissolution	Method of dissolution
Grandwin Century Investment Company Limited	Hong Kong	Dormant	21 December 2018	Deregistration
Supreme Bright Development Company Limited	Hong Kong	Dormant	25 November 2016	Deregistration of a defunct private company
CMA Marketing Solutions Limited	Hong Kong	Provision of professional marketing services	15 July 2016	Deregistration of a defunct private company
Capital Hall (Hong Kong) Limited	Hong Kong	Dormant	12 February 2010	Deregistration of a defunct private company
Treasure Properties Hong Kong Limited	Hong Kong	Property development	3 August 2007	Creditors voluntary winding up
Berco Group Company Limited	Hong Kong	Dormant	13 April 2007	Deregistration of a defunct private company
Flamingo Property Agency Limited	Hong Kong	Dormant	4 March 2005	Deregistration of a defunct private company
Sun Fortune Properties Limited	Hong Kong	Dormant	20 June 2003	Striking off
Yan Tung Investment Limited	Hong Kong	Dormant	20 June 2003	Striking off
Grandrays Precision Products Limited	Hong Kong	Dormant	11 October 2002	Striking off
Best Liaison International Limited	Hong Kong	Dormant	6 September 2002	Striking off
King Mate (H.K.) Limited	Hong Kong	Dormant	6 September 2002	Striking off
Realgood International Investment Limited	Hong Kong	Dormant	6 September 2002	Striking off
Glory Hall Properties Limited	Hong Kong	Dormant	21 September 2001	Striking off
Jack King Limited	Hong Kong	Dormant	9 February 2001	Deregistration of a defunct private company

Mr. Sze was a director of Treasure Properties Limited, a company incorporated in Hong Kong with limited liability on 7 April 1994 and was principally engaged in property development. Mr. Sze was one of the directors and shareholders of Treasure Properties Limited since its incorporation. On 11 May 2004, the directors of Treasure Properties Limited filed a statement with the Companies Registry pursuant to section 228A(1) of the predecessor Companies Ordinance to commence voluntary winding-up of Treasure Properties Limited. Treasure Properties Limited was subsequently dissolved on 3 August 2007. As confirmed by Mr. Sze, all liquidation documents in relation to Treasure Properties Limited had already been filed; the liquidation process of Treasure Properties Limited has been completed and that there was no outstanding unresolved issue relating thereto; and no action had been brought by the creditors or court against Mr. Sze in his capacity of a director of Treasure Properties Limited.

Mr. Sze had been a legal representative and the chairman of 湖南榮通化纖有限公司 (transliteration “Hunan Rongtong Chemical Fiber Co Ltd”) (“**Hunan Rongtong**”), Hunan Zhiyue Media Co., Ltd. (湖南芝越傳媒有限公司) and Hunan Gangxiang Commercial Trading Co., Ltd. (湖南港湘商貿有限公司) which were established in the PRC and were deregistered in 2010. Mr. Sze had also been a director of 通(信陽)節能環保材料有限公司 (transliteration “Hengtong (Xinyang) Energy Saving Materials Co Ltd”) (“**Hengtong Xinyang**”) which was established in the PRC and was deregistered on 5 July 2018. Mr. Sze confirmed that each of Hunan Rongtong and Hengtong Xinyang was solvent upon its dissolution, the dissolution was not related to Mr. Sze and there was no wrongful act on his part leading to the dissolution. Mr. Sze is also not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution.

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

Mr. Sze has entered into a letter of appointment with the Company as an independent non-executive Director commencing from 23 April 2018, subject to rotation and re-election at general meeting of the Company in accordance with the Articles of the Company. Mr. Sze is entitled to a director’s fee of HK\$120,000 per annum, which was determined with reference to his experience, duties, responsibilities, the Company’s remuneration policy and the prevailing market conditions.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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. Size that need to be brought to the attention of the Shareholders.

4. **MR. FONG KIN TAT (“Mr. Fong”)**

Mr. Fong Kin Tat, aged 45, was appointed as an independent non-executive Director on 23 April 2018. He is primarily responsible for bringing an independent judgment to ensure the continuing effectiveness of the management of our Company.

Mr. Fong has extensive experience in corporate management. From August 1997 to July 2000, Mr. Fong worked at IBM, a multinational technology company, as an advisory IT specialist, responsible for pitching the IT solution concept to IBM clientele. From August 2000 to August 2004, he worked at AGENDA (H.K.) Limited (now under Wunderman, formerly PNM Solutions), a digital marketing company, as a sales and marketing manager, responsible for sourcing customers in Hong Kong and China. From August 2004 to November 2011, he worked at Sun Tze Swimwear Printing Co., Ltd., a specialised printer for stretch fabrics, as the managing director, responsible for overall operation and management. Since December 2011, he has been the managing director of Times Swimwear Printing Co., Ltd., a company engaging in printing of swimwear, responsible for marketing and overall management.

In June 1997, Mr. Fong graduated from the University of Toronto in Canada with a Bachelor of Science. Mr. Fong was a director of the company below, which was dissolved by way of deregistration as this company ceased to carry on business. As confirmed by Mr. Fong, this company was inactive at the time when it was dissolved and so far as he was aware, the dissolution of this company has not resulted in any liability or obligation being imposed against him.

Name of company	Place of incorporation	Nature of business before dissolution Date of dissolution	Method of dissolution	Method of dissolution
Comicsunion Limited	Hong Kong	Online cartoon trading	19 July 2002	Deregistration of a defunct private company

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

Mr. Fong has entered into a letter of appointment with the Company as an independent non-executive Director commencing from 23 April 2018, subject to rotation and re-election at general meeting of the Company in accordance with the Articles of the Company. Mr. Fong is entitled to a director's fee of HK\$120,000 per annum, which was determined with reference to his 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. Fong that need to be brought to the attention of the Shareholders.

NOTICE OF AGM

ST INTERNATIONAL HOLDINGS COMPANY LIMITED

智紡國際控股有限公司

(Incorporated in the 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 11:00 a.m. on Thursday, 28 May 2020 at 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 2019.
2. To pass the following resolutions, each as a separate resolution:
 - (a) to re-elect Mr. Hung Yuk Miu as a Director;
 - (b) to re-elect Mr. Ng Wing Heng Henry as a Director;
 - (c) to re-elect Mr. Sze Irons as a Director;
 - (d) to re-elect Mr. Fong Kin Tat as a Director; and
 - (e) 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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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;

NOTICE OF AGM

- (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."
- 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;

NOTICE OF AGM

(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 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% 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; and

(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;

NOTICE OF AGM

“**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).”

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.”

7. “**THAT** the proposed payment of final dividend of HK1 cent per share of HK\$0.01 each of the Company for the year ended 31 December 2019 be and is hereby approved.”

On behalf of the board of Directors

ST International Holdings Company Limited

Wong Kai Hung Kelvin

Chairman

31 March 2020

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

NOTICE OF AGM

Notes:

1. To ascertain the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 25 May 2020 to Thursday, 28 May 2020, 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 share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Friday, 22 May 2020 (Hong Kong time).
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.
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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 11:00 a.m. on Tuesday, 26 May 2020 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.

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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 two executive Directors, namely, Mr. Wong Kai Hung, Kelvin and Mr. Xi Bin; one non-executive Director, 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 for at least seven days after the date of publication and on the website of the Company at www.smart-team.cn.