
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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



华滋国际海洋工程有限公司

Watts International Maritime Engineering Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2258)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Watts International Maritime Engineering Limited to be held at Room 203, Building B, Mobile Internet Innovation Park, 2816 Yixian Road, Baoshan District, Shanghai, the PRC on Thursday, 18 June 2020 at 10:00 a.m. is set out on pages 16 to 20 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Watts International Maritime Engineering Limited's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

27 April 2020

CONTENTS

	<i>Page</i>
Responsibility Statement	ii
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement on Repurchase Mandate	9
Appendix II — Details of the Directors proposed to be re-elected at the Annual General Meeting	13
Notice of Annual General Meeting	16

RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Room 203, Building B, Mobile Internet Innovation Park, 2816 Yixian Road, Baoshan District, Shanghai, the PRC on Thursday, 18 June 2020 at 10:00 a.m.
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law (2016 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Watts International Maritime Engineering Limited (华滋国际海洋工程有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 20 December 2017
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate

DEFINITIONS

“Latest Practicable Date”	20 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



华滋国际海洋工程有限公司
Watts International Maritime Engineering Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2258)

Executive Directors

Wang Xiuchun (*Chairman*)
Wang Shizhong
Wan Yun (*Chief Executive Officer*)
Wang Lijiang
Olive Chen

Independent Non-executive Directors

Wang Hongwei
How Sze Ming
Sun Dajian

Registered Office:

4th Floor, Harbour Place
103 South Church Street
PO Box 10240
Grand Cayman
KY1-1002
Cayman Islands

*Principal Place of Business
in Hong Kong:*

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai
Hong Kong

27 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate and (ii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 18 June 2019, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares of the Company in issue as at the date of passing of the relevant resolution (i.e. up to 165,080,000 Shares); (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue as at the date of passing of the relevant resolution (i.e. up to 82,540,000 Shares); and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or the Companies Laws or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. The Directors would therefore like to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 5 to 7 set out in the notice of AGM on pages 16 to 20 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 825,400,000 Shares, assuming that no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 165,080,000 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Mr. Wang Xiuchun, Mr. Wang Shizhong, Ms. Wan Yun, Mr. Wang Lijiang, Ms. Olive Chen, Mr. Wang Hongwei, Mr. How Sze Ming and Mr. Sun Dajian.

In accordance with Article 109(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Wan Yun, Ms. Olive Chen and Mr. Wang Hongwei will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular, which indicates how the Directors to be elected contribute to the diversity of the Board.

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The Nomination Committee will recommend to the Board for the appointment of Directors including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

- a. reputation for integrity;
- b. accomplishment and professional knowledge and industry experience which may be relevant to the Company;
- c. commitment in respect of available time;
- d. diversity at the Board level, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, etc.;
- e. candidate for independent non-executive director must comply with the criteria on independence as prescribed under Rule 3.13 of the Listing Rules; and
- f. any other relevant factors as may be determined by the Nomination Committee or the Board from time to time as appropriate.

LETTER FROM THE BOARD

These factors are for reference only, and are not meant to be exhaustive or decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Articles and other applicable rules and regulations.

RECOMMENDATION OF THE NOMINATION COMMITTEE IN RESPECT OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR TO BE RE-ELECTED

The Nomination Committee has considered Mr. Wang Hongwei's extensive experience in the financial industry, his working profile and other experience and factors as set out in his biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Wang has the requisite character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board is of the view that his re-election as an independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Furthermore, Mr. Wang Hongwei, being an independent non-executive Director eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During his tenure, he has demonstrated his ability to provide an independent view on the Company's matters. The Nomination Committee is of the view that he is able to continue to fulfill his role as an independent non-executive Director and thus recommends him to the Board for it to propose to Shareholders his re-election at the AGM.

FINAL DIVIDEND

As stated in the announcement of the Company dated 26 March 2020 relating to, among others, the annual results of the Group for the year ended 31 December 2019, the Board recommends the payment of a final dividend of HK2.20 cents per Share for the year ended 31 December 2019 to be paid on Friday, 31 July 2020 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 30 June 2020. Such dividend, if approved by the Shareholders at the AGM, will be paid out of the share premium account of the Company.

For determining the entitlement to the proposed final dividend (subject to the approval by Shareholders at the AGM) for the year ended 31 December 2019, the register of members of the Company will be closed from Saturday, 13 June 2020 to Thursday, 18 June 2020, both days inclusive, during which period, no transfer of shares will be registered. In order to be qualified for the proposed final dividend, all transfer documents accompanied by the relevant share certificates

LETTER FROM THE BOARD

must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 June 2020.

ANNUAL GENERAL MEETING

Set out on pages 16 to 20 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the declaration of final dividend, the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors to be proposed at the AGM are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Watts International Maritime Engineering Limited
Wang Xiuchun
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 825,400,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis that no further new Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 82,540,000 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES OF SHARES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements 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 propose 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.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:—

	Share prices (per Share)	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2019		
April	1.800	1.530
May	1.300	1.270
June	1.230	0.980
July	1.110	0.930
August	1.400	0.900
September	1.380	1.150
October	1.470	1.180
November	1.330	0.970
December	1.280	1.000
2020		
January	1.310	1.070
February	1.250	1.030
March	1.230	0.910
April (up to and including the Latest Practicable Date)	1.050	0.920

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

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

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the power to repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, 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 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, pursuant to the acting-in-concert confirmation dated 22 August 2004 entered into among Mr. Wang Shizhong (王士忠), Mr. Ye Kangshun (葉康舜), Mr. Wang Xiuchun (王秀春), Ms. Zhou Meng (周萌) and Mr. Wang Shiqin (王士勤) (as supplemented by another acting-in-concert confirmation dated 25 May 2018 entered into among the same parties and Mr. Wang Likai (王利凱)), they confirmed the existence of their acting-in-concert agreement, each of them is deemed to be interested in a total of 419,792,836 Shares, representing approximately 50.86% of the total number of Shares in issue, of which (a) 315,467,967 Shares were held by HuaZi Holding Limited, a company beneficially and wholly-owned by Mr. Wang Shizhong and (b) 104,324,869 Shares were held by Ye Wang Zhou Holding Limited, a company owned as to 46.76%, 32.40%, 8.10%, 7.34% and 5.40% by Mr. Ye Kangshun, Mr. Wang Xiuchun, Ms. Zhou Meng, Mr. Wang Shiqin and Mr. Wang Likai, respectively. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest

of Mr. Wang Shizhong (王士忠), Mr. Ye Kangshun (葉康舜), Mr. Wang Xiuchun (王秀春), Ms. Zhou Meng (周萌), Mr. Wang Shiqin (王士勤) and Mr. Wang Likai (王利凱) would be increased from approximately 50.86% to approximately 56.51% of the total number of Shares in issue. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such extent as would result in the amount of Shares held by the public to be reduced to less than 25%.

10. SHARE PURCHASE MADE BY THE COMPANY

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

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 109(a) of the Articles.

Executive Directors

Ms. Wan Yun (“Ms. Wan”) (萬雲), aged 41, was appointed as an executive Director on 9 April 2018, and was appointed as the chief executive officer on 27 March 2019. Ms. Wan joined our Group in January 2010 and is primarily responsible for day-to-day business operation, accounting and financial management. Ms. Wan is a director of a number of subsidiaries of our Group. From July 2002 to June 2006, Ms. Wan was the financial administrator in Fuyang Gallop Real Estate Development Co., Ltd. (富陽奔騰房地產開發有限公司). From January 2006 to December 2009, she served as the secretary to the board of directors of Shanghai Watts Gallop Holding Group Co., Ltd. (上海華滋奔騰控股集團有限公司). From January 2010 to January 2012, she served at Shanghai Third Harbor Benteng Construction and Engineering Co., Ltd. (上海三航奔騰建設工程有限公司) as a chief accountant. From January 2012 to February 2018, she was the chief financial officer of Shanghai Watts Gallop Holding Group Co., Ltd. (上海華滋奔騰控股集團有限公司).

Ms. Wan obtained her bachelor of administration with a major in accounting from China Agricultural University (中國農業大學) in the PRC in July 2002.

Ms. Wan entered into a service contract with the Company for an initial period of three years commencing on 19 November 2018 and shall continue on a month to month basis. Ms. Wan has not entered into a separate service contract with the Company for her appointment as chief executive officer, nor is she appointed for a specific term. Ms. Wan is entitled to an annual emolument of RMB500,000, as determined by the Board and a discretionary bonus as an executive director and the chief executive officer of the Company which was determined with reference to her duties and responsibilities with the Company, her experience and the prevailing market conditions.

Ms. Wan (i) has not held any directorship in the last three years in any public company the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms that as at the Latest Practicable Date, (a) she did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (b) she did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Wan did not hold any other position in the Company or other members of the Group.

Ms. Olive Chen, aged 33, was appointed as an executive Director on 18 April 2018. Ms. Olive Chen joined the Group in April 2018 and is primarily responsible for general business development and client relations. Ms. Olive Chen is a director of Shanghai Shanyu Construction and Engineering Co., Ltd., a subsidiary of the Group. From September 2011 to January 2014, Ms. Olive Chen worked as the business manager and the real estate project manager in Liqin Investment Co., Ltd. (力勤投資有限公司), primarily responsible for project team establishment and management, and assisting on project risk management. Since January 2013, Ms. Olive Chen has been a director of Worldlink Resources Limited, a pre-IPO investor of the Company, and is primarily responsible for procuring iron ore in Australia for various steel mills in the PRC which includes various business liaison and negotiations on business contracts. Since May 2017, Ms. Olive Chen has also become the general manager of Worldlink Resources Limited, and is responsible for its overall operation and investment in the PRC.

Ms. Olive Chen obtained her bachelor of arts with a major in art design from the Central Academy of Fine Arts (中央美術學院) in the PRC in June 2011, and obtained her master of business administration from Columbia University in the United States in May 2017.

Ms. Olive Chen entered into a service contract with the Company for an initial period term of three years commencing on 19 November 2018 and shall thereafter continue on a month to month basis. Ms. Olive Chen is entitled to a director's remuneration of RMB280,000 per annum and discretionary bonus which was determined with reference to her duties and responsibilities with the Company, her experience and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Olive Chen is interested in 55,714,444 Shares held through Worldlink Resources Limited, a company wholly-owned by Ms. Olive Chen. Ms. Olive Chen has not held any directorship in the last three years in any public company the securities of which are listed on any securities market in Hong Kong or overseas and she confirms that as at the Latest Practicable Date, she did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

Save as disclosed above, Ms. Olive Chen did not hold any other position in the Company or other members of the Group.

Independent Non-Executive Director

Mr. Wang Hongwei (“Mr. Wang”) (王洪衛), aged 52, was appointed as an independent non-executive Director on 19 October 2018. Mr. Wang is also the chairman of the nomination committee of the Company and a member of each of the audit committee and the remuneration committee of the Company. Since 1996, Mr. Wang Hongwei has been teaching at Shanghai University of Finance and Economics (上海財經大學), successively served as the head of the investment department, the deputy director of the post-graduate department, the assistant to the principal and the director of the research office. Since June 2004, Mr. Wang Hongwei has been the vice principal of Shanghai University of Finance and Economics (上海財經大學). From August 2013 to May 2016, Mr. Wang Hongwei was the dean of Shanghai Finance University (上海金融學院). Since June 2016, Mr. Wang Hongwei has been a professor at Shanghai Lixin University of Accounting and Finance (上海立信會計金融學院).

Mr. Wang is an independent director of Bank of Hangzhou Co., Ltd. (stock code: 600926), a company listed on the Shanghai Stock Exchange.

Mr. Wang obtained his PhD degree in agricultural resources economics and land utilisation management from Nanjing Agricultural University (南京農業大學) in the PRC in June 1996.

Mr. Wang has signed an appointment letter issued by the Company for an initial term of three years commencing on 19 November 2018. Mr. Wang Hongwei is entitled to a director’s fee of HK\$200,000 per annum and discretionary bonus which was determined with reference to his duties and responsibilities with the Company, his experience and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wang (i) did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (ii) he did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wang (a) did not hold other position in the Company or other members of the Group; and (b) he has not held other directorship in the last three years in any public company the securities of which are listed on any securities market in Hong Kong or overseas;

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

NOTICE OF ANNUAL GENERAL MEETING



华滋国际海洋工程有限公司
Watts International Maritime Engineering Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2258)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Watts International Maritime Engineering Limited (the “**Company**”) will be held at Room 203, Building B, Mobile Internet Innovation Park, 2816 Yixian Road, Baoshan District, Shanghai, the People’s Republic of China on Thursday, 18 June 2020 at 10:00 a.m. to transact the following businesses:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company and its subsidiaries for the year ended 31 December 2019.
2. To declare out of the share premium account of the Company a final dividend of HK2.20 cents per ordinary share of the Company for the year ended 31 December 2019.
3.
 - (i) To re-elect Ms. Wan Yun as a Director.
 - (ii) To re-elect Ms. Olive Chen as a Director.
 - (iii) To re-elect Mr. Wang Hongwei as a Director.
 - (iv) To authorise the board of Directors to fix the remuneration of Directors.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of Directors to fix its remuneration.
5. “**THAT:**
 - (a) subject to the following provisions of this resolution, 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 of HK\$0.01 each in the share capital of the Company (the “**Shares**”), and to make or grant offers,

NOTICE OF ANNUAL GENERAL MEETING

agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the 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 law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional

NOTICE OF ANNUAL GENERAL MEETING

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 applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong 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 or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) 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 of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By Order of the Board
Watts International Maritime Engineering Limited
Wang Xiuchun
Chairman and Executive Director

Hong Kong, 27 April 2020

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Saturday, 13 June 2020 to Thursday, 18 June 2020, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 June 2020.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

5. With respect to resolution no. 3 of this notice, Ms. Wan Yun, Ms. Olive Chen and Mr. Wang Hongwei shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 27 April 2020.

6. As at the date of this notice, the board of Directors comprises Mr. Wang Xiuchun, Mr. Wang Shizhong, Ms. Wan Yun, Mr. Wang Lijiang and Ms. Olive Chen as executive Directors, Mr. Wang Hongwei, Mr. How Sze Ming and Mr. Sun Dajian as independent non-executive Directors.