
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Vitasoy International Holdings Limited 維他奶國際集團有限公司 (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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Vitasoy International Holdings Ltd.

維他奶國際集團有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 345)

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

A notice convening the Annual General Meeting of the Company to be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 18th August, 2020 at 11:00 a.m., at which the above proposals will be considered, is being dispatched to shareholders together with this circular. Whether or not you are able to attend the Annual General Meeting, you are required to complete and return the form of proxy enclosed with the Annual Report that is being dispatched to the shareholders, in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time of the Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the Novel Coronavirus (COVID-19) pandemic, the following precautionary measures will be implemented at the 2020 Annual General Meeting of the Company (“AGM”):

- (1) Compulsory temperature screening/checks
- (2) Compulsory wearing of surgical face mask
- (3) No provision of refreshments or drinks
- (4) No distribution of corporate souvenir

Attendees who do not comply with the precautionary measures may be denied entry into the AGM venue.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement necessary preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection, including the following:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All attendees are required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iii) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14 day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iv) **No** refreshments will be served, and **no** corporate souvenir will be distributed.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

The Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person, by completing and returning the form of proxy attached to this circular.

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions or about the Company, they are welcome to contact the Company via the Company's Investor Relations Department as follows:

Email: ir@vitasoy.com
Tel: (852) 2468 9272
Fax: (852) 2465 1008

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Share Registrar in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited,
Shops 1712-1716, 17th Floor, Hopewell Centre,
183 Queen's Road East, Wanchai, Hong Kong
Email: hkinfo@computershare.com.hk
Tel: (852) 2862 8555
Fax: (852) 2865 0990

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 18th August, 2020 at 11:00 a.m.
“Articles of Association”	the articles of association of the Company, as adopted from time to time
“Associates”	has the meaning ascribed to such term from time to time in the Listing Rules
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate to be given to the Directors to buy-back Shares not exceeding 10% of the aggregate number of Shares in issue of the Company as at the date of passing of the relevant resolution to approve such mandate
“Close associates”	has the meaning ascribed to such term from time to time in the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Vitasoy International Holdings Limited (維他奶國際集團有限公司), a company incorporated in Hong Kong, whose shares are listed on the Stock Exchange
“Core connected person”	has the meaning ascribed to such term from time to time in the Listing Rules and “core connected persons” shall be construed accordingly
“Directors”	the directors, including independent non-executive directors of the Company
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	10th July, 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	ordinary shares of the Company
“Share Issue Mandate”	a general and unconditional mandate to be given to the Directors to issue, allot and deal with Shares not exceeding 10% of the aggregate number of Shares in issue of the Company as at the date of passing of the relevant resolution to approve such mandate
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance and “Subsidiaries” shall be construed accordingly
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“2002 Share Option Scheme”	the Company’s share option scheme adopted on 4th September, 2002
“2012 Share Option Scheme”	the Company’s share option scheme adopted on 28th August, 2012

LETTER FROM THE BOARD



Vitasoy International Holdings Ltd.
維他奶國際集團有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 345)

Directors:

Mr. Winston Yau-lai LO *(Executive Chairman)*
Dr. the Hon. Sir David Kwok-po LI *(Independent Non-executive Director)*
Mr. Jan P. S. ERLUND *(Independent Non-executive Director)*
Mr. Anthony John Liddell NIGHTINGALE
(Independent Non-executive Director)
Mr. Paul Jeremy BROUGH *(Independent Non-executive Director)*
Dr. Roy Chi-ping CHUNG *(Independent Non-executive Director)*
Ms. Yvonne Mo-ling LO *(Non-executive Director)*
Mr. Peter Tak-shing LO *(Non-executive Director)*
Ms. May LO *(Non-executive Director)*
Mr. Roberto GUIDETTI *(Executive Director)*
Mr. Eugene LYE *(Executive Director)*

Registered Office:

No.1 Kin Wong Street,
Tuen Mun,
New Territories,
Hong Kong

17th July, 2020

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

At the AGM, resolutions will be proposed to approve the grant of the Buy-back Mandate and the Share Issue Mandate, the extension of the Share Issue Mandate and the re-election of Directors of the Company.

The purpose of this circular is to provide you with information regarding the above proposals and to seek the approval of Shareholders for the resolutions relating to such matters at the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO BUY-BACK SHARES

An ordinary resolution will be proposed at the AGM to approve the grant of a Buy-back Mandate to the Board which will continue until the first to occur of the following: the conclusion of the next annual general meeting of the Company following the passing of the resolution (unless the mandate is renewed at such meeting), or the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance or the Company's Articles of Association to be held, or the time when the mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting. The Shares which may be bought-back pursuant to the Buy-back Mandate is limited to a maximum of 10% of the number of Shares in issue of the Company at the date of the passing of the ordinary resolution approving the Buy-back Mandate. Subject to the passing of the ordinary resolution to approve the Buy-back Mandate and on the basis that the number of Shares in issue as at the Latest Practicable Date was 1,064,101,500 Shares, and assuming that no further Shares will be issued or bought-back prior to the AGM, the Company will be allowed to buy-back a maximum of 106,410,150 Shares.

GENERAL MANDATE TO ISSUE SHARES AND EXTENSION OF SHARE ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed to approve the grant to the Board of a Share Issue Mandate to issue further new Shares representing up to 10% of the aggregate number of Shares in issue of the Company on the date such resolution is passed. Subject to the passing of the ordinary resolution to approve the Share Issue Mandate and on the basis that the number of Shares in issue as at the Latest Practicable Date was 1,064,101,500 Shares and assuming that no further Shares will be issued or bought-back prior to the AGM, the Company will be allowed to issue a maximum of 106,410,150 Shares. In addition, an ordinary resolution will also be proposed to authorise an extension of the Share Issue Mandate to be granted to the Board to issue new Shares during the period up to the next annual general meeting of the Company or such earlier period as stated in such resolution by adding to it the number of Shares bought-back under the Buy-back Mandate.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the rules of the 2002 Share Option Scheme and the 2012 Share Option Scheme.

RE-ELECTION OF DIRECTORS

Dr. Roy Chi-ping CHUNG, Ms. Yvonne Mo-ling LO, Mr. Peter Tak-shing LO, Ms. May LO and Mr. Eugene LYE will retire from office by rotation at the AGM and being eligible, will offer themselves for re-election pursuant to Article 104 of the Company's Articles of Association and Code Provision A.4.2 of Appendix 14 of the Listing Rules.

The Remuneration and Nomination Committee has reviewed the skills, experience, professional expertise, diversity and time commitment of Dr. Roy Chi-ping CHUNG, Ms. Yvonne Mo-ling LO, Mr. Peter Tak-shing LO, Ms. May LO and Mr. Eugene LYE when considering their re-appointment and has recommended their re-elections to the Board for it to recommend to Shareholders for re-election at the AGM. Furthermore, both the Remuneration and Nomination Committee and the Board have assessed and reviewed the written confirmation of independence of Dr. Roy Chi-ping CHUNG who is the Independent Non-executive Director and are satisfied that he remains independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

The Board has considered the recommendation of the Remuneration and Nomination Committee and is satisfied that Dr. Roy Chi-ping CHUNG, Ms. Yvonne Mo-ling LO, Mr. Peter Tak-shing LO, Ms. May LO and Mr. Eugene LYE possess the requisite skills, knowledge and experience to perform their roles and responsibilities and at the same time contribute to the diversity of the Board.

The details of Directors who are proposed to be re-elected at the AGM are as follows:

Dr. Roy Chi-ping CHUNG, aged 67, was appointed an Independent Non-executive Director of the Company in June 2017. Dr. Chung holds a Doctor of Engineering Degree from the University of Warwick, United Kingdom and Doctor of Business Administration Degree from City University of Macau. He was re-appointed as an Industrial Professor by the University of Warwick, United Kingdom in December 2015. He was awarded an Honorary Doctor of Business Administration by the Lingnan University in 2015, an Honorary Doctor of Business Administration by the Hong Kong Polytechnic University in 2007, an Honorary Doctorate Degree by the University of Newcastle, New South Wales, Australia in 2006, an Honorary Doctor of Science by The University of Warwick, United Kingdom in 2019 and a Doctor of Business Administration honoris causa by The University of Macau in 2019. He was awarded the Bronze Bauhinia Star (BBS) Medal and Gold Bauhinia Star (GBS) Medal by the Hong Kong Special Administrative Region Government on 1st July 2011 and 1st July 2017 respectively. He was also appointed as Justice of Peace by the Hong Kong Special Administrative Region Government on 1st July 2005 and won the Hong Kong Young Industrialists Award in 1997. In November 2014, he was further awarded the Industrialist of the Year. Dr. Chung has been highly dedicated to the advancement of industry and had been the Chairman of the Federation of Hong Kong Industries until 5th July 2013. In addition, Dr. Chung has served on various advisory committees of the Hong Kong Special Administrative Region Government and is also an active member of many social committees and associations. He had been appointed as chairman of Vocational Training Council from 1st January 2018 to 31st December 2019. Dr. Chung is a co-founder and currently a non-executive director of Techtronic Industries Company Limited. Dr. Chung is also an independent non-executive director of TK Group (Holdings) Limited and Fujikon Industrial Holdings Limited, all being companies listed in Hong Kong. Dr. Chung retired as independent non-executive director of Kin Yat Holdings Limited and KFM Kingdom Holdings Limited effective from 25th August 2014 and 27th August 2015 respectively.

Save as disclosed above, Dr. Chung is not related to any Director, senior management or substantial or controlling shareholder of the Company. Dr. Chung has not held any positions with the Company and other members of the Group, and has not held any directorship in other listed public companies in the last three years.

As at the Latest Practicable Date, Dr. Chung does not have any interests in the shares of the Company within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of the SFO.

As an Independent Non-executive Director, Dr. Chung has not entered into any service contract with the Company.

LETTER FROM THE BOARD

Dr. Chung is appointed for a specific term of not more than three years and is subject to retirement by rotation and re-election at the AGM in accordance with Article 104 of the Articles of Association and Code Provision A.4.2 of Appendix 14 of the Listing Rules. The fee payable to Dr. Chung is determined by the Remuneration and Nomination Committee and the Board with reference to the roles and responsibilities performed by him as the Independent Non-executive Director of the Company and the market benchmark. The Director's fee of Dr. Chung as an Independent Non-executive Director will be at an amount of HK\$363,229 for the year of 2020/2021.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Ms. Yvonne Mo-ling LO, aged 72, was appointed a Non-executive Director of the Company in 1993. Ms. Lo received a Bachelor of Arts degree from Oberlin College, Ohio in the United States and undertook graduate studies in Urban and Regional Planning at the University of Toronto in Canada. Ms. Lo joined the Group in 1980 and was the President of Vitasoy USA Group until 2001. Ms. Lo was the president of the Soyfoods Association of North America which represents more than 30 soyfoods companies covering the US and Canada. She does not hold/has not held any directorship in other listed public companies currently and in the past three years. She is the mother of Ms. Keiko Aun Fukuda (a substantial shareholder of the Company), the sister of Mr. Winston Yau-lai Lo (Executive Chairman of the Company), Ms. Myrna Mo-ching Lo and Ms. Irene Chan (the substantial shareholders of the Company) and the relative of Mr. Peter Tak-shing Lo (a Non-executive Director of the Company), Ms. May Lo (a Non-executive Directors of the Company), Mr. Eugene Lye (an Executive Director of the Company), Ms. Joy Cheung Lo, Mr. Christopher Lye and Ms. Alexandra Chan (the substantial shareholders of the Company). All the abovesaid substantial shareholders are trustees of Lo Kwee Seong Foundation, a charitable trust (representing 6.83 per cent of the total number of Shares in issue of the Company as at the Latest Practicable Date) and are therefore deemed to be interested in such Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Lo is not related to any Director, senior management or substantial or controlling shareholder of the Company. Ms. Lo has not held any positions with the Company and other members of the Group, and has not held any directorship in other listed public companies in the last three years.

As at the Latest Practicable Date, Ms. Lo had a trust interest of 92,476,750 in the Company (representing 8.69 per cent of the total number of Shares in issue of the Company) within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of the SFO.

As a Non-executive Director, Ms. Lo has not entered into any service contract with the Company.

Ms. Lo is appointed for a specific term of not more than three years and is subject to retirement by rotation and re-election at the AGM in accordance with Article 104 of the Articles of Association and Code Provision A.4.2 of Appendix 14 of the Listing Rules. The fee payable to Ms. Lo is determined by the Remuneration and Nomination Committee and the Board with reference to the roles and responsibilities performed by her as the Non-executive Director of the Company and the market benchmark. The Director's fee of Ms. Lo as a Non-executive Director and a member of the Remuneration and Nomination Committee will be at an amount of HK\$174,891 for the year of 2020/2021.

LETTER FROM THE BOARD

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Peter Tak-shing LO, aged 58, was appointed a Non-executive Director of the Company in June 2017. Mr. Lo holds a Bachelor's Degree in Electronic Engineering & Physics from the Loughborough University of Technology, a Master's Degree in Medical Physics from the University of Surrey, a Doctorate's Degree in Medical Physics from the University of London and an Honorary Fellow from The Chinese University of Hong Kong. Mr. Lo is an executive director and the chief executive officer of Cafe de Coral Holdings Limited, a company listed on the Hong Kong Stock Exchange. Mr. Lo is the chairman and a trustee of Lo Kwee Seong Foundation (a charitable trust) being a substantial shareholder of the Company within the meaning of Part XV of the SFO. Save as disclosed, he has not held any directorship in other listed public companies in the last three years. Mr. Lo is the relative of Mr. Winston Yau-lai Lo (Executive Chairman of the Company), Ms. Yvonne Mo-ling Lo (a Non-executive Director of the Company), Ms. May Lo (a Non-executive Director of the Company), Mr. Eugene Lye (an Executive Director of the Company), Ms. Irene Chan, Ms. Myrna Mo-ching Lo, Ms. Joy Cheung Lo, Mr. Christopher Lye, Ms. Keiko Aun Fukuda and Ms. Alexandra Chan (the substantial shareholders of the Company). All the abovesaid substantial shareholders are trustees of Lo Kwee Seong Foundation, a charitable trust (representing 6.83 per cent of the total number of Shares in issue of the Company as at the Latest Practicable Date) and are therefore deemed to be interested in such Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lo is not related to any Director, senior management or substantial or controlling shareholder of the Company. Mr. Lo has not held any positions with the Company and other members of the Group, and has not held any directorship in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Lo had a personal interest of 9,198,000 Shares and a trust interest of 121,657,000 Shares in the Company (representing 12.30 per cent of the total number of Shares in issue of the Company) within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of the SFO.

As a Non-executive Director, Mr. Lo has not entered into any service contract with the Company.

Mr. Lo is appointed for a specific term of not more than three years and is subject to retirement by rotation and re-election at the AGM in accordance with Article 104 of the Articles of Association and Code Provision A.4.2 of Appendix 14 of the Listing Rules. The fee payable to Mr. Lo is determined by the Remuneration and Nomination Committee and the Board with reference to the roles and responsibilities performed by him as the Non-executive Director of the Company and the market benchmark. The Director's fee of Mr. Lo as a Non-executive Director and a member of the Remuneration and Nomination Committee will be at an amount of HK\$174,891 for the year of 2020/2021.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Ms. May LO, aged 45, was appointed a Non-executive Director of the Company in June 2017. Ms. Lo holds a Master's degree in Business Administration from MIT Sloan School of Management and a Bachelor of Science degree from Cornell University. She has worked in finance in various roles, including, as a fund manager for a global asset management company and has had experience investing in publicly listed companies. She does not hold/has not held any directorship in other listed public companies currently and in the past three years. Ms. Lo is the daughter of Mr. Winston Yau-lai Lo (Executive Chairman of the Company), the sister of Ms. Joy Cheung Lo (a substantial shareholder of the Company), the relative of Ms. Yvonne Mo-ling Lo (a Non-executive Director of the Company), Mr. Peter Tak-shing Lo (a Non-executive Director of the Company), Mr. Eugene Lye (an Executive Director of the Company), Ms. Irene Chan, Ms. Myrna Mo-ching Lo, Mr. Christopher Lye, Ms. Keiko Aun Fukuda and Ms. Alexandra Chan (the substantial shareholders of the Company). All the abovesaid substantial shareholders are trustees of Lo Kwee Seong Foundation, a charitable trust (representing 6.83 per cent of the total number of Shares in issue of the Company as at the Latest Practicable Date) and are therefore deemed to be interested in such Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Lo is not related to any Director, senior management or substantial or controlling shareholder of the Company. Ms. Lo has not held any positions with the Company and other members of the Group, and has not held any directorship in other listed public companies in the last three years.

As at the Latest Practicable Date, Ms. Lo had a personal interest of 2,100,000 Shares in the Company (representing 0.20 per cent of the total number of Shares in issue of the Company) within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of the SFO.

As a Non-executive Director, Ms. Lo has not entered into any service contract with the Company.

Ms. Lo is appointed for a specific term of not more than three years and is subject to retirement by rotation and re-election at the AGM in accordance with Article 104 of the Articles of Association and Code Provision A.4.2 of Appendix 14 of the Listing Rules. The fee payable to Ms. Lo is determined by the Remuneration and Nomination Committee and the Board with reference to the roles and responsibilities performed by her as the Non-executive Director of the Company and the market benchmark. The Director's fee of Ms. Lo as a Non-executive Director, a member of the Remuneration and Nomination Committee and ESG Committee will be at an amount of HK\$196,032 for the year of 2020/2021.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Eugene LYE, aged 50, was appointed an Executive Director of the Company in October 2017. Mr. Lye is currently the President and Chief Executive Officer of Vitasoy USA Inc. and Vitasoy North America Inc., the subsidiaries of the Company. Mr. Lye holds a Bachelor's Degree in Economics from the University of Toronto and a MBA from the Chinese University of Hong Kong. Mr. Lye is responsible for the general management and development of the Group's import business of the Group's products for sales in North America. He joined the Group in 2002 and has been closely involved in all aspects of the North American business for over 17 years. During his time at Vitasoy USA Inc., Mr. Lye has held management positions in sales and marketing in the Mainstream Channel, and has had oversight responsibilities for both the research & development and quality control departments as well as serving as the Senior Vice President of the Asian Channel. He does not hold/has not held any directorship in other listed public companies currently and in the past three years. Mr. Lye is the son of Ms. Myrna Mo-ching Lo (a substantial shareholder of the Company), the brother of Mr. Christopher Lye (a substantial shareholder of the Company), the relative of Mr. Winston Yau-lai Lo (Executive Chairman of the Company), Ms. Yvonne Mo-ling Lo, Mr. Peter Tak-shing Lo and Ms. May Lo (the Non-executive Directors of the Company), Ms. Irene Chan, Ms. Joy Cheung Lo, Ms. Keiko Aun Fukuda and Ms. Alexandra Chan (the substantial shareholders of the Company). All the abovesaid substantial shareholders are trustees of Lo Kwee Seong Foundation, a charitable trust (representing 6.83 per cent of the total number of Shares in issue of the Company as at the Latest Practicable Date) and are therefore deemed to be interested in such Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lye is not related to any Director, senior management or substantial or controlling shareholder of the Company. Mr. Lye holds directorships in certain companies controlled by the Company and has not held any directorship in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Lye had a personal interest of 442,313 Shares in the Company (representing 0.04 per cent of the total number of Shares in issue of the Company) within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of the SFO.

The Company has entered into a letter of appointment with Mr. Lye for the appointment of him as an Executive Director of the Company. The appointment is for a term of three years, subject to retirement by rotation and re-election at the AGM in accordance with Article 104 of the Articles of Association and Code Provision A.4.2 of Appendix 14 of the Listing Rules. The fee payable to Mr. Lye is determined by Remuneration and Nomination Committee and the Board with reference to the roles and responsibilities performed by him as the Executive Director of the Company and the market benchmark. The emolument of Mr. Eugene Lye, inclusive of basic salary and other allowances, is approximately HK\$2,100,769 for the year of 2020/2021. His Director's fee for the year of 2020/2021 will be HK\$153,750.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend at the AGM, you are requested to complete and return the form of proxy to the registered office of the Company in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for the meeting. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Board believes that the grant of the Buy-back Mandate and the Share Issue Mandate, the extension of the Share Issue Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

By Order of the Board
Winston Yau-lai LO
Executive Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buy-back Mandate and should be read in conjunction with the Letter from the Board on pages 3 to 10 of this circular.

1. NUMBER OF SHARES IN ISSUE

As at the Latest Practicable Date, the number of Shares in issue of the Company comprised 1,064,101,500 Shares.

Subject to the passing of the ordinary resolution to approve the Buy-back Mandate and on the basis that no further Shares will be issued or bought-back prior to the AGM, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 106,410,150 Shares.

2. FUNDING OF BUY-BACKS

Buy-backs would be funded entirely from the Company's available cash flow or working capital facilities legally available for the purpose and in accordance with the laws of Hong Kong and the Articles of Association of the Company.

In the event that the proposed Share buy-backs were to be carried out in full at any time during the proposed buy-back period, there could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's latest published audited consolidated accounts for the year ended 31st March, 2020). However, the Board does not propose to exercise the Buy-back Mandate to such an 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 Board, are from time to time appropriate for the Company.

3. SHARE PRICES

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

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
July 2019	39.60	36.05
August 2019	38.70	32.80
September 2019	38.15	31.50
October 2019	33.80	30.70
November 2019	34.20	27.50
December 2019	30.45	27.65
January 2020	29.90	25.80
February 2020	33.30	27.25
March 2020	30.95	23.00
April 2020	29.00	23.45
May 2020	36.90	27.35
June 2020	31.95	28.45
July 2020 (up to and including the Latest Practicable Date)	30.90	28.95

4. GENERAL

The Board has undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the ordinary resolution proposed at the AGM in accordance with the Listing Rules and the laws of Hong Kong.

If, on the exercise of the power to buy-back Shares pursuant to the Buy-back 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 the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer under Rule 26 of the Takeovers Code. To the best of the knowledge of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, Mr. Winston Yau-lai LO, the Executive Chairman of the Company, and his immediate family were interested in 95,152,550 Shares, representing approximately 8.94% of the number of Shares in issue of the Company. In the event that the Buy-back Mandate is exercised in full, the interest of Mr. Winston Yau-lai LO and his immediate family would be increased to approximately 9.94% of the number of Shares in issue of the Company. As such, an exercise of the Buy-back Mandate in full will not result in Mr. Winston Yau-lai LO becoming obliged to make a mandatory offer under the Takeovers Code. According to the register kept by the Company pursuant to section 336 of the SFO, Mitsubishi UFJ Financial Group, Inc., a corporate shareholder of the Company, was interested in 149,603,369 Shares, representing approximately 14.06% of the number of Shares in issue of the Company, as the largest single shareholder of the Company as at the Latest Practicable Date, which, to the best knowledge of the Directors, does not have relationship with any Director(s). In the event that the Buy-back Mandate is exercised in full, the interest of Mitsubishi UFJ Financial Group, Inc. would be increased to approximately 15.62% of the number of Shares in issue of the Company, and therefore an exercise of the Buy-back Mandate in full will not result in Mitsubishi UFJ Financial Group, Inc. becoming obliged to make a mandatory offer under the Takeovers Code. The Board is not aware of any consequences which may arise under the Takeovers Code as a result of any buy-back made under the Buy-back Mandate.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Buy-back Mandate if such Buy-back Mandate is approved by the Shareholders.

No core connected persons 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 Buy-back Mandate is approved by the Company's Shareholders.

5. SHARE BUY-BACKS MADE BY THE COMPANY

No Share has been bought-back by the Company (whether on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date before the printing of this circular.

6. REASONS FOR BUY-BACKS

The Board believes that it is in the best interests of the Company and its Shareholders as a whole to seek a general authority from the Shareholders to enable the Board to buy-back Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share. The number of Shares to be bought-back on any occasion and the price and other terms upon which the same are bought-back will be decided by the Board at the relevant time having regard to the circumstances then prevailing.

NOTICE OF ANNUAL GENERAL MEETING



Vitasoy International Holdings Ltd. 維他奶國際集團有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 345)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Vitasoy International Holdings Ltd. (the “Company”) will be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 18th August, 2020 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st March, 2020;
2. To approve the payment of a final dividend in respect of the year ended 31st March, 2020;
3.
 - (a) To re-elect Dr. Roy Chi-ping CHUNG as an Independent Non-executive Director;
 - (b) To re-elect Ms. Yvonne Mo-ling LO as a Non-executive Director;
 - (c) To re-elect Mr. Peter Tak-shing LO as a Non-executive Director;
 - (d) To re-elect Ms. May LO as a Non-executive Director;
 - (e) To re-elect Mr. Eugene LYE as an Executive Director;
 - (f) To determine the remuneration of the Directors;
4. To appoint Auditors and authorise the Directors to fix their remuneration;
5. As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as Ordinary Resolutions:
 - A. **“THAT** there be granted to the Directors of the Company an unconditional general mandate to issue, allot and deal with additional shares of the Company (“Shares”), and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; and (iii) an issue of Shares pursuant to the exercise of any options which may be granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, shall not exceed the aggregate of (aa) 10 per cent of the aggregate number of Shares of the Company in issue at the date of passing of this resolution plus (bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares of the Company bought-back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent of the aggregate number of Shares of the Company in issue at the date of passing this resolution), and the said approval shall be limited accordingly; and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next AGM;
- (ii) the expiration of the period within which the next AGM is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of this resolution 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 of the Company made to holders of Shares on the Register of the Company on a fixed record date in proportion to their then holdings of Shares subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong.”

NOTICE OF ANNUAL GENERAL MEETING

- B. “**THAT** there be granted to the Directors of the Company an unconditional general mandate to buy-back Shares, and **THAT** the exercise by the Directors of the Company of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period (which shall have the same meaning for the purpose of this resolution, mutatis mutandis, as given in paragraph (c) of Resolution 5A set out in the Notice of AGM);
 - (b) such mandate shall authorise the Directors of the Company to procure the Company to buy-back Shares at such prices as the Directors of the Company may at their discretion determine; and
 - (c) the aggregate number of Shares bought-back or agreed to be bought-back by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate number of Shares of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly.”
- C. “**THAT**, conditional upon the passing of Resolutions 5A and 5B set out in the Notice of AGM, the aggregate number of Shares which are bought-back by the Company pursuant to and in accordance with Resolution 5B set out in the Notice of AGM shall be added to the aggregate number of Shares which may be allotted or agreed, conditionally or unconditionally, to be allotted by the Directors of the Company pursuant to and in accordance with Resolution 5A set out in the Notice of AGM”.

By Order of the Board
Paggie Ah-hing TONG
Company Secretary

Hong Kong, 17th July, 2020

Notes:

1. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company Secretary at the Registered Office of the Company at No. 1 Kin Wong Street, Tuen Mun, New Territories, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the appointed time for holding the AGM or any adjournment hereof (as the case may be).

NOTICE OF ANNUAL GENERAL MEETING

3. The register of members of the Company will be closed as follows:

(a) For determining eligibility to attend and vote at the AGM:

- Latest time to lodge transfer documents for registration with the Company's Share Registrar At 4:30 p.m. on 12th August, 2020
- Closure of the Company's Register of Members 13th August, 2020 to 18th August, 2020 (both dates inclusive)
- Record date 18th August, 2020

(b) For determining entitlement to the proposed final dividend:

- Latest time to lodge transfer documents for registration with the Company's Share Registrar At 4:30 p.m. on 25th August, 2020
- Closure of the Company's Register of Members 26th August, 2020 to 28th August, 2020 (both dates inclusive)
- Record date 28th August, 2020

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the AGM, and to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than the aforementioned latest time.

4. In relation to proposed Resolution 5A above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares other than shares which may fall to be issued under the rules of the 2002 Share Option Scheme and the 2012 Share Option Scheme.
5. In relation to proposed Resolution 5B above, the Directors wish to state that they will exercise the powers conferred thereby to buy-back shares in circumstances which they deem appropriate for the benefit of the Shareholders of the Company. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix to the circular dated 17th July, 2020.
6. All Resolutions will be conducted by way of a poll.
7. If Typhoon Signal No.8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force at any time after 8:00 a.m. on the day of the AGM, then the AGM will be postponed and the shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice, posted on the websites of the Stock Exchange and the Company.

The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situations and, if they do so, they are advised to exercise care and caution.

NOTICE OF ANNUAL GENERAL MEETING

8. PRECAUTIONARY MEASURES FOR THE AGM

Please see page (i) of this circular dated 17th July, 2020 for measures being taken to try to prevent and control the spread of the COVID-19 epidemic at the AGM, including:

- (1) Compulsory temperature screening/checks
- (2) Compulsory wearing of surgical face mask
- (3) No provision of refreshments or drinks
- (4) No distribution of corporate souvenir

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue.

The Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person, by completing and returning the form of proxy attached to this circular.