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

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

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CWT INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 521)

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

A notice convening the Annual General Meeting of CWT International Limited to be held at 10th Floor, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 25 June 2021 at 11:00 a.m. is set out on pages 16 to 19 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Annual General Meeting (i.e., on or before 11:00 a.m. on Wednesday, 23 June 2021 (Hong Kong Time)), or any adjournment thereof (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 Annual General Meeting or any adjourned meeting (as the case may be) if you so wish and in such event, the form of proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the outbreak of the 2019 Novel Coronavirus (Covid-19), mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our Shareholders, staff and stakeholders, the Company will implement the following precautionary measures:

- **compulsory temperature checks**
- **compulsory wearing of surgical face masks throughout the meeting**
- **no distribution of corporate gifts and refreshments**

Any person who (i) does not comply with the precautionary measures; (ii) has a body temperature of over 37.4 degrees Celsius; (iii) is subject to any Hong Kong Government prescribed quarantine; or (iv) has any flu-like symptoms, may be denied entry into the Annual General Meeting venue. The Company recommends Shareholders to monitor the development of the situation of Covid-19 and to assess, based on the social distancing policies, the necessity for attending the Annual General Meeting in person. The Company encourages Shareholders to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

Subject to the development of Covid-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate. The Company seeks the understanding and cooperation of all Shareholders to minimize the risk of spreading Covid-19.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 10th Floor, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 25 June 2021 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of such meeting as set out on pages 16 to 19 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	CWT International Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“core connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Committee”	the executive committee of the Board
“Group”	the Company and its subsidiaries
“HNA Group”	HNA Group Co., Ltd., an indirect controlling Shareholder
“HNA Group (International)”	HNA Group (International) Company Limited, a direct Shareholder
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Investment Committee”	the investment committee of the Board

DEFINITIONS

“Latest Practicable Date”	13 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of the Company
“Share Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue or otherwise deal with additional Shares of not exceeding in aggregate 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in resolution 4 of the notice of the Annual General Meeting as set out on pages 16 to 19 of this circular
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in resolution 5 of the notice of the Annual General Meeting as set out on pages 16 to 19 of this circular
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent or percentage

LETTER FROM THE BOARD



CWT INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 521)

Executive Directors:

Wu Hao (*Co-Chairman*)

Li Neng (*Co-Chairman and Chief Executive Officer*)

Zhao Quan

Chen Chao

Zhang Can

Registered Office:

10th Floor, Everbright Centre

108 Gloucester Road, Wanchai

Hong Kong

Independent Non-executive Directors:

Leung Shun Sang, Tony

Liem Chi Kit, Kevin

Lam Kin Fung, Jeffrey

Chen Lihua

21 April 2021

To the Shareholders

Dear Sir or Madam,

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

(1) INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding certain resolutions to be proposed at the Annual General Meeting including (i) granting of general mandates to the Directors to issue and repurchase the Shares and (ii) re-election of Directors, and to give the Shareholders the notice of Annual General Meeting.

LETTER FROM THE BOARD

(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 26 June 2020, general mandates were granted to the Directors to issue and repurchase Shares. Such mandates will expire at the conclusion of the Annual General Meeting. Accordingly, separate ordinary resolutions (i.e. resolutions 4 to 6 of the notice of the Annual General Meeting as set out on pages 16 to 19 of this circular) will be proposed to renew the general mandates to be given to the Directors, including (i) the Share Issuance Mandate to allot, issue and otherwise deal with additional Shares of not exceeding in aggregate 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution; (ii) the Share Repurchase Mandate to repurchase Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution; and (iii) the extension of the Share Issuance Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate. With reference to these resolutions, the Directors wish to state that they have no present intention to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

As at the Latest Practicable Date, the number of Shares in issue was 11,399,996,101. Accordingly, assuming that no further Shares are repurchased or issued prior to the Annual General Meeting, subject to the passing of the relevant ordinary resolutions to approve the Share Issuance Mandate, the Directors will be authorised to allot and issue up to a limit of 2,279,999,220 Shares pursuant to the Share Issuance Mandate.

If approved by the Shareholders at the Annual General Meeting, the Share Issuance Mandate will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; and (ii) the revocation or variation of such general mandate to issue Shares by an ordinary resolution of the Shareholders in general meeting.

The explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Share Repurchase Mandate, is set out in the Appendix to this circular which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

(3) RE-ELECTION OF DIRECTORS

In accordance with articles 95 and 104(A) of the Articles of Association, Mr. Wu Hao, Mr. Li Neng, Mr. Liem Chi Kit, Kevin (“**Mr. Liem**”) and Mr. Lam Kin Fung, Jeffrey (“**Mr. Lam**”) will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

Each of Mr. Liem and Mr. Lam, who is proposed to be re-elected as an Independent Non-Executive Director, has provided his annual confirmation of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board have assessed and reviewed such written confirmations, and are satisfied that each of them remains independent in accordance with Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

The Nomination Committee and the Board are of the view that each of Mr. Liem and Mr. Lam has the required character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director, and consider that each of them would bring to the Board his perspective, skills and experience in his respective areas of expertise as further described in his respective biography in this section. Based on the board diversity policy adopted by the Company, the Nomination Committee and the Board also consider that the extensive knowledge and working experience of each of Mr. Liem and Mr. Lam would contribute to the diversity of the Board as follows:

- (a) Mr. Liem was identified by the Nomination Committee according to its terms of reference as a suitably qualified candidate to take up the role of a Director, and he was subsequently recommended to the Board for the appointment as an Independent Non-executive Director in 2013. He is a CFA charter holder and a certified public accountant (USA), which is required by Rule 3.10(2) of the Listing Rules that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise. Furthermore, Mr. Liem has extensive experience in securities, financial market and investment that would enable him to give conducive advice on the external investment or merger and acquisition project(s) of the Company; and
- (b) Mr. Lam was identified by the Nomination Committee according to its terms of reference and the board diversity policy as a suitably qualified candidate to take up the role of a Director, and he was subsequently recommended to the Board for the appointment as an Independent Non-executive Director in 2013. He holds directorships in multiple renowned listed companies as well as a number of public and community service positions, which enables him to provide fruitful advice and/or innovative ideas to the Company due to his commercial knowledge and working experience. The Nomination Committee and the Board consider that the Company would benefit from Mr. Lam's valuable and extensive business experience so as to enhance the effectiveness and diversity of the Board.

Mr. Lam is currently holding eight listed company directorships. He has confirmed that he is aware of the responsibilities of being a director of a public listed company in Hong Kong and will be able to dedicate sufficient time and attention to the Board in discharging his duties as an Independent Non-executive Director. In fact, he has actively participated in the Company's formal meetings or activities and has attained 100% attendance record in 2020 and provided the Company with many fruitful opinions.

In addition, notwithstanding Mr. Lam currently serves as an independent non-executive director of eight listed companies, the Board believes that he can continue to have sufficient time to discharge his duties as a Director, based on the following factors: (1) Mr. Lam did not hold any senior management role in such listed companies. His involvement in such listed companies as an independent non-executive director does not require him to participate in the day-to-day management of these companies and does not require him to devote substantial time and attention as is required from senior management members of listed companies; (2) Mr. Lam has actively participated in the Board meetings and Board committee meetings held by the Company in the past and has provided additional professional advice to the Board from time to time and therefore his time committed for his Director's duties is not affected; and (3) Mr. Lam's experience as an independent non-executive director of listed companies in Hong Kong would facilitate his understanding of corporate governance and his proper discharge of responsibilities as a Director.

LETTER FROM THE BOARD

The Nomination Committee and the Board have reviewed the structure and composition of the Board, the qualifications, skills, knowledge and experience and contributions of the retiring Directors (including both Mr. Liem and Mr. Lam), having regard to the nomination policy and the board diversity policy of the Company. The Nomination Committee and the Board are of the view that the retiring Directors have extensive experience in different fields and professions that are relevant to the business of the Company. In addition, their respective background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board.

Accordingly, the Nomination Committee has recommended Mr. Liem and Mr. Lam to the Board for re-election and the Board has endorsed the recommendations of the Nomination Committee and recommended all retiring Directors to stand for re-election at the Annual General Meeting.

Details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Wu Hao (“Mr. Wu”), aged 41, holds a bachelor’s degree of accounting from Wuhan University, a master’s degree of business administration from the City University of Seattle, and an executive master’s degree of business administration from the Hong Kong University of Science and Technology. He also holds a qualification certificate of specialty and technology of senior accountant in the PRC. Mr. Wu was appointed as an Executive Director and the Co-Chairman in October 2020, and is the chairman of the Investment Committee and a member of the Executive Committee. He has held various senior management positions previously within domestic and overseas companies under HNA Group, since he joined Hainan Airlines Holding Co., Ltd.* (海南航空控股股份有限公司) in 2001. Mr. Wu is currently the president of HNA Group (International). He has extensive knowledge and working experience in financial management, and investment, merger and acquisition, etc.

Save as disclosed above, Mr. Wu does not (i) hold any directorships in any other public companies, securities of which are listed in Hong Kong or overseas in the last three years, (ii) hold any other positions in the Company and its subsidiaries in the past and at present, and (iii) have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

As at the Latest Practicable Date, Mr. Wu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations pursuant to Part XV of the SFO.

A service agreement was entered into between Mr. Wu and the Company for a term commencing from 1 October 2020 to 31 December 2022. Under the service agreement, Mr. Wu is entitled to a monthly salary of HK\$141,875 or such higher salary and discretionary bonus as may be determined by the Board from time to time pursuant to the authority given by the Shareholders. Such salary was, and discretionary bonus will be, determined with reference to the then prevailing market conditions, the performance of the Company as well as Mr. Wu’s individual performance.

LETTER FROM THE BOARD

Save as disclosed above, in relation to the proposed re-election of Mr. Wu, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Li Neng (“**Mr. Li**”), aged 40, holds a bachelor’s degree of business administration in finance from the University of Macau and a master’s degree of business administration from the University of Hong Kong. He is an associate member of the Association of International Accountants and a senior international finance manager of the International Financial Management Association. Mr. Li was appointed as an Executive Director in December 2019, and was appointed as the Chief Executive Officer of the Company on 17 June 2020 and the Co-Chairman of the Board with effect from the conclusion of the annual general meeting on 26 June 2020. He is the chairman of each of the Nomination Committee and the Executive Committee, and a member of the Investment Committee. Mr. Li also acts as directors of a number of subsidiaries of the Company. He has held various senior management positions previously within companies under HNA Group, since he joined HNA Group in 2004, including the chief investment officer of HNA Group (International), the chief executive officer of China Civil Aviation Investment Group Limited, the vice president of Africa World Airlines Limited, and the vice president and co-chief financial officer of Hong Kong Airlines Limited, etc. Mr. Li is currently the vice president of HNA Group (International). He also served as an independent director of Azul S.A., a company listed on the New York Stock Exchange (stock code: AZUL) and the Brazilian Stock Exchange (stock code: AZUL4) from October 2016 to July 2018, a non-executive director of Comair Limited, a company listed on JSE Limited, a stock exchange in the Republic of South Africa (stock code: COM) from August 2015 to August 2018, and an executive director and the chairman of the board of Hifood Group Holdings Co., Limited (Stock Code: 442), a listed company in Hong Kong and under HNA Group, from June 2019 to September 2020. Mr. Li has extensive knowledge and working experience in corporate management, and investment, merger and acquisition, etc.

Save as disclosed above, Mr. Li does not (i) hold any directorships in any other public companies, securities of which are listed in Hong Kong or overseas in the last three years, (ii) hold any other positions in the Company and its subsidiaries in the past and at present, and (iii) have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

As at the Latest Practicable Date, Mr. Li does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations pursuant to Part XV of the SFO.

An engagement letter was entered into between Mr. Li and the Company for a term of three years commencing on 1 January 2020. Under the engagement letter, Mr. Li is not entitled to any director’s fee or any kind of remuneration.

Save as disclosed above, in relation to the proposed re-election of Mr. Li, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Liem Chi Kit, Kevin (“**Mr. Liem**”), aged 40, holds a bachelor’s degree (honours) in commerce from University of Toronto and a master’s degree in taxation from University of Waterloo. Mr. Liem was appointed as an Independent Non-executive Director of the Company in June 2013 and is the chairman of each of the Audit Committee and the Remuneration Committee, and a member of each of the Nomination Committee and the Investment Committee. He is a CFA charter holder and a certified public accountant (USA). Mr. Liem is a managing director of Masan Capital Limited, a council member and an investment committee member of the Hong Kong Baptist University, a board member and a senior fellow of the Hong Kong Securities and Investment Institute (HKSI), a non-executive director for Legends Corporate Bond Fund (Cayman Islands) and a pro bono research analyst at HKGolden50. Mr. Liem is licensed to carry out advising on securities and asset management businesses under Type 4 and Type 9 regulated activities under the SFO. He has extensive experience in securities, financial market and investment.

Save as disclosed above, Mr. Liem does not (i) hold any directorships in any other public companies, securities of which are listed in Hong Kong or overseas in the last three years, (ii) hold any other positions in the Company and its subsidiaries in the past and at present, and (iii) have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

As at the Latest Practicable Date, Mr. Liem does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations pursuant to Part XV of the SFO.

An engagement letter was entered into between Mr. Liem and the Company for a term of three years commencing on 1 January 2020. Pursuant to the engagement letter, Mr. Liem is entitled to a director’s fee as may be determined by the Board from time to time pursuant to the authority given by the Shareholders. For the financial year ended 31 December 2020, the director’s fee of Mr. Liem was HK\$300,000. For the financial year ending 31 December 2021, the director’s fee of Mr. Liem will be HK\$300,000 for a full year which will be paid in proportion to the actual length of services provided by Mr. Liem. Such director’s fees were determined with reference to Mr. Liem’s experience and duties as well as the then prevailing market conditions.

Save as disclosed above, in relation to the proposed re-election of Mr. Liem, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Lam Kin Fung, Jeffrey (“**Mr. Lam**”), *GBS, JP*, aged 69, holds a bachelor’s degree in mechanical engineering from Tufts University in the United States and was conferred university fellow of Tufts University and The Hong Kong Polytechnic University. Mr. Lam was appointed as an Independent Non-executive Director of the Company in October 2013 and is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He is also an independent non-executive director of each of Analogue Holdings Limited (Stock Code: 1977), C C Land Holdings Limited (Stock Code: 1224), China Overseas Grand Oceans Group Limited (Stock Code: 81), China Strategic Holdings Limited (Stock Code: 235), Chow Tai Fook Jewellery Group Limited (Stock Code: 1929), i-CABLE Communications Limited (Stock Code: 1097), Wing Tai Properties Limited (Stock Code: 369) and Wynn Macau, Limited (Stock Code: 1128), all of which are listed companies in Hong Kong. He has over 30 years of experience in toy industry and is currently the managing director of Forward Winsome Industries Limited which is engaged in toy manufacturing.

In addition, Mr. Lam is a member of the National Committee of the Chinese People’s Political Consultative Conference. He is also a member of the Legislative Council of Hong Kong, a non-official member of the Executive Council of the HKSAR, the chairman of the Independent Commission Against Corruption (ICAC) Complaints Committee, a general committee member of the Hong Kong General Chamber of Commerce and a honorary member of the Court of The Hong Kong Polytechnic University, a director on the board of Heifer International – Hong Kong and a director of the Hong Kong Mortgage Corporation Limited. Mr. Lam also holds a number of other public and community service positions.

Mr. Lam was awarded the “Young Industrialist Award of Hong Kong” in 1989 and the “Outstanding Achievement Award – Hong Kong Toy Industry” in 1999 respectively. In 1996, he was appointed Justice of the Peace and became a member of the Most Excellent Order of the British Empire. Mr. Lam was awarded the Silver Bauhinia Star in 2004 and the Gold Bauhinia Star in 2011 respectively.

Save as disclosed above, Mr. Lam does not (i) hold any directorships in any other public companies, securities of which are listed in Hong Kong or overseas in the last three years, (ii) hold any other positions in the Company and its subsidiaries in the past and at present, and (iii) have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

As at the Latest Practicable Date, Mr. Lam does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations pursuant to Part XV of the SFO.

An engagement letter was entered into between Mr. Lam and the Company for a term of three years commencing on 1 January 2020. Pursuant to the engagement letter, Mr. Lam is entitled to a director’s fee as may be determined by the Board from time to time pursuant to the authority given by the Shareholders. For the financial year ended 31 December 2020, the director’s fee of Mr. Lam was HK\$300,000. For the financial year ending 31 December 2021, the director’s fee of Mr. Lam will be HK\$300,000 for a full year which will be paid in proportion to the actual length of services provided by Mr. Lam. Such director’s fees were determined with reference to Mr. Lam’s experience and duties as well as the then prevailing market conditions.

LETTER FROM THE BOARD

Save as disclosed above, in relation to the proposed re-election of Mr. Lam, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

(4) ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 16 to 19 of this circular. At the Annual General Meeting, in addition to the ordinary businesses of the meeting, resolutions will be proposed to approve the Share Issuance Mandate and the extension thereof, and the Share Repurchase Mandate.

Pursuant to Rule 13.39(4) of the Listing Rules and article 74 of the Articles of Association, 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. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cwtinternational.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the enclosed form of proxy and return the completed form of proxy to the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Annual General Meeting (i.e., on or before 11:00 a.m. on Wednesday, 23 June 2021 (Hong Kong Time)), or any adjournment thereof (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 Annual General Meeting or any adjourned meeting (as the case may be) if you so wish and in such event, the form of proxy shall be deemed to be revoked. The Company recommends you to monitor the development of the situation of the coronavirus disease (Covid-19) and to assess, based on the social distancing policies, the necessity for attending the Annual General Meeting in person. The Company encourages you to appoint the chairman of the Annual General Meeting as your proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

The register of members of the Company will be closed from Monday, 21 June 2021 to Friday, 25 June 2021 (both days inclusive), to determine the entitlement to attend and vote at the Annual General Meeting. During such period, no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 18 June 2021 for registration.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions to be proposed at the Annual General Meeting.

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 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 Board considers that the proposals for (i) granting of general mandates to the Directors and (ii) re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board
CWT International Limited
Li Neng
Executive Director

This is an explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the Share Repurchase Mandate.

1. SHAREHOLDERS' APPROVAL

All proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval of a particular transaction. The Company's sole listing is on the Stock Exchange.

2. SOURCE OF FUNDS

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles of Association and the Companies Ordinance. The Companies Ordinance provides that a company may make a payment in respect of a share repurchase out of the company's distributable profits and/or the proceeds of a fresh issue of shares made for the purpose of the repurchase to such extent allowable under the Companies Ordinance.

3. PROPOSED SHARE REPURCHASE MANDATE

The Shares proposed to be repurchased by the Company must be fully paid up. Pursuant to the Listing Rules, the total number of shares which a company is authorised to repurchase on the Stock Exchange may not exceed 10% of the total number of Shares in issue as at the date of the resolution granting such general mandate. The exercise of the Share Repurchase Mandate in full, on the basis of 11,399,996,101 Shares in issue as at the Latest Practicable Date and assuming no Shares are issued or repurchased by the Company prior to the Annual General Meeting, would result in up to 1,139,999,610 Shares, which represents 10% of the total number of Shares in issue as at the date of the passing of the resolution to approve the Share Repurchase Mandate, being repurchased by the Company during the period from the passing of the resolution granting the Share Repurchase Mandate up to the conclusion of the next annual general meeting of the Company or the expiration of the period within the next annual general meeting of the Company as required by the applicable laws of Hong Kong to be held, or when revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever occurs first.

4. REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of Hong Kong as the case may be.

The exercise of the Share Repurchase Mandate in full might have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in its most recent audited report of the Company for the year ended 31 December 2020. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. GENERAL

- (a) To the best of their knowledge having made all reasonable enquiries, none of the Directors nor, any of their respective close associates has any present intention, in the event that the Share Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Hong Kong and the Articles of Association.
- (c) If as a result of the exercise of the power to repurchase Shares pursuant to the Share 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 the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under the Takeovers Code.

- (d) The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date and will not repurchase its Shares which may result in the aggregate number of Shares held by the public falling below the prescribed minimum percentage of 25% as required by the Rule 8.08(1)(a) of the Listing Rules.
- (e) No core connected person has notified the Company that he or she has a present intention to sell any Shares to the Company, or that he or she has undertaken not to sell any Shares held by him or her to the Company, in the event that the Share Repurchase Mandate is approved by the Shareholders.

- (f) The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April (suspension)	—	—
May (suspension)	—	—
June (suspension)	—	—
July (suspension)	—	—
August (suspension)	—	—
September (after resumption)	0.179	0.090
October	0.120	0.092
November	0.120	0.092
December	0.098	0.073
2021		
January	0.097	0.061
February	0.138	0.074
March	0.108	0.079
April (up to the Latest Practicable Date)	0.100	0.084

NOTICE OF ANNUAL GENERAL MEETING



CWT INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 521)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of CWT International Limited (the “**Company**”) will be held at 10th Floor, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 25 June 2021 at 11:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”, each a “**Director**”) and of the independent auditor for the year ended 31 December 2020.
2.
 - A. To re-elect Mr. Wu Hao as Director.
 - B. To re-elect Mr. Li Neng as Director.
 - C. To re-elect Mr. Liem Chi Kit, Kevin as Director.
 - D. To re-elect Mr. Lam Kin Fung, Jeffrey as Director.
 - E. To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint KPMG as auditor and to authorise the board of Directors to fix its remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

4. “**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 or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) 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 pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) 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 of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution and the said mandate shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of this resolution by any 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 holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territories outside Hong Kong).”

5. **“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 repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution, and the said mandate shall be limited accordingly; and

(d) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and

(iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening this meeting, the general mandate referred to in resolution 4 above be and is hereby extended by the addition to the total number of shares of the Company 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 the aggregate number of shares of the Company repurchased by the Company pursuant to and in accordance with the mandate referred to in resolution 5 above, provided that such number of shares shall not exceed 10% of the total number of share of the Company in issue as at the date of the passing of this resolution.”

By order of the Board
CWT International Limited
Li Neng
Executive Director

Hong Kong, 21 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) With respect to resolution 2 above, Mr. Wu Hao, Mr. Li Neng, Mr. Liem Chi Kit, Kevin and Mr. Lam Kin Fung, Jeffrey will retire from office at the above meeting, pursuant to the articles of association of the Company, being eligible, offer themselves for re-election at the above meeting.
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
- (4) In order 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 of such power or authority, must be deposited with the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the meeting (i.e., at or before 11:00 a.m. on Wednesday, 23 June 2021 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
- (5) The register of members of the Company will be closed from Monday, 21 June 2021 to Friday, 25 June 2021 (both days inclusive) to determine the entitlement to attend and vote at the above meeting. During such period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 18 June 2021 for registration.
- (6) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked. The Company recommends members to monitor the development of the situation of the coronavirus disease (Covid-19) and to assess, based on the social distancing policies, the necessity of attending the meeting in person. The Company encourages members to appoint the chairman of the meeting as proxy to vote on the relevant resolutions at the meeting as an alternative to attending the meeting in person.
- (7) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.