
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 shares in **G-Vision International (Holdings) Limited** (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



G-VISION INTERNATIONAL (HOLDINGS) LIMITED

環科國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 657)

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

A letter from the board of directors of the Company is set out on pages 3 to 5 of this circular. A notice convening the special general meeting of the shareholders of the Company (the “SGM”) to be held at City Chiu Chow Restaurant, 1st Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 25 May 2022 at 10:30 a.m. is set out on pages 6 to 7 of this circular.

A form of proxy for the said meeting is enclosed with this circular. Whether or not you are able to attend the SGM in person, you are requested to complete the accompanying form of proxy and return it to the principal place of business of the Company at Unit 108, 1st Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong 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 (i.e. not later than 10:30 a.m. on Monday, 23 May 2022 (Hong Kong time)) or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

Taking into account the recent development of coronavirus disease 2019 (“COVID-19”), the Company will implement the following precautionary and control measures at the SGM including, without limitation:

- **compulsory body temperature screening;**
- **wearing of surgical face masks;**
- **no distribution of corporate gift or refreshment;**
- **mandatory health declaration; and**
- **appropriate seating arrangement to avoid over-crowding.**

The Company strongly advises shareholders of the Company (the “Shareholders”) to appoint the chairman of the SGM as their proxy to vote on the relevant resolution as an alternative to attending the SGM in person. Shareholders are advised to read page i of this circular for further details and monitor the development of COVID-19. 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 and/or meeting arrangements as and when appropriate.

* for identification purposes only

PRECAUTIONARY MEASURES FOR THE SGM

In view of the ongoing COVID-19 pandemic, the Company will implement necessary preventive measures at the SGM to protect the attending Shareholders and other attendees from the risk of infection, including the following:

- (1) There will be compulsory body temperature screening for all persons before entering the SGM venue. Any person with a body temperature of 37.3 degrees Celsius or above or any person who exhibits any flu-like symptoms may be denied entry to the SGM venue or be required to promptly leave the SGM venue.
- (2) Every attendee will be required to wear a surgical face mask throughout the SGM and inside the SGM venue. Attendees are advised to maintain appropriate social distance with each other at all times when attending the SGM.
- (3) No refreshment will be served, and there will be no corporate gift.
- (4) Attendees are required to submit health declaration forms before entering the SGM venue.
- (5) Anyone attending the SGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate seating arrangement at the SGM venue to avoid over-crowding.
- (7) In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the attendees, the Company is supportive of the precautionary measures being adopted and reminds Shareholders that physical attendance in the SGM is not necessary for the purpose of exercising voting rights. The Company strongly advises Shareholders to appoint the chairman of the SGM as their proxy to vote on the relevant resolution as an alternative to attending the SGM in person.
- (8) Shareholders are advised to monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures and/or meeting arrangements as and when appropriate.

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 3 May 2022 in relation to the resignation and the proposed appointment of auditor
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	G-Vision International (Holdings) Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Optionholders”	holders of the options granted under the share option scheme of the Company adopted on 10 May 2010
“PKF”	PKF Hong Kong Limited, being the proposed new auditor of the Company
“Proposed Appointment”	the proposed appointment of PKF as the new auditor of the Company following the resignation of RSM to hold office until the conclusion of the next annual general meeting of the Company, upon the approval of the Shareholders by an ordinary resolution at the SGM
“RSM”	RSM Hong Kong, being the outgoing auditor of the Company
“SGM”	the special general meeting of the Company to be held at City Chiu Chow Restaurant, 1st Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 25 May 2022 at 10:30 a.m. or any adjournment thereof (as the case may be), to consider and approve, the Proposed Appointment
“Shareholders”	the holders of the Shares

DEFINITIONS

“Shares”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as comprising the ordinary share capital of the Company as shall result from a sub-division or a consolidation of the share capital of the Company from time to time)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



G-VISION INTERNATIONAL (HOLDINGS) LIMITED

環科國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 657)

Executive Directors:

Cheng Hop Fai (*Chairman and Managing Director*)

Cheng Pak Ming, Judy

Cheng Pak Man, Anita

Cheng Pak Lai, Lily

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent non-executive Directors:

Law Toe Ming

Hung Chi Yuen, Andrew

Yuen Shiu Cheong, Johnny

*Head office and principal place
of business:*

Unit 108

1st Floor

East Ocean Centre

98 Granville Road

Tsimshatsui East

Kowloon

Hong Kong

6 May 2022

To the Shareholders and, for information only, Optionholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolution to be proposed at the SGM and to give the Shareholders notice of the SGM and other information in accordance with the requirements of the Listing Rules. The resolution to be proposed at the SGM will be for the purpose of approving the appointment of PKF as the auditor of the Company.

RESIGNATION OF AUDITOR

Reference is made to the Announcement whereby the Board announced that RSM had resigned as the auditor of the Company with effect from 21 April 2022 as the Company and RSM were unable to agree on the audit fee for the Company's financial year ended 31 March 2022.

* *for identification purposes only*

LETTER FROM THE BOARD

RSM has confirmed in its letter of resignation that save for the above reason, there are no other matters in connection with its resignation that need to be brought to the attention of the Shareholders.

PROPOSED APPOINTMENT OF NEW AUDITOR

The Board with the recommendation of the Audit Committee proposes to appoint PKF as the new auditor of the Company to fill the casual vacancy following the resignation of RSM and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval of the Shareholders at the SGM.

Pursuant to the Bye-laws, if the office of auditor becomes vacant by the resignation of the auditor, the Board shall as soon as practicable convene a special general meeting to fill the vacancy. Accordingly, the Board proposes to seek the approval of the Shareholders of the Proposed Appointment by way of an ordinary resolution at the SGM and the appointment of PKF as the new auditor of the Company shall come into effect upon the passing of such ordinary resolution by the Shareholders at the SGM.

The Board and the Audit Committee confirm that RSM has not commenced any audit work on the consolidated financial statements of the Group for the financial year ended 31 March 2022, and save for the above reason, there are no other matters in respect of the change of auditor and the resignation of RSM that need to be brought to the attention of the Shareholders.

THE SGM

The SGM will be held by the Company at City Chiu Chow Restaurant, 1st Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 25 May 2022 at 10:30 a.m., to consider and if thought fit, to approve the Proposed Appointment.

The notice of the SGM is set out on pages 6 to 7 of this circular.

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the ordinary resolution put to the vote at the SGM will be taken by way of poll. After the SGM, an announcement regarding the poll results will be published on the respective websites of the Stock Exchange and the Company.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution proposed to be approved at the SGM.

A form of proxy for the SGM is enclosed with this circular. Whether or not you are able to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company at Unit 108, 1st Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for the meeting (i.e. not later than 10:30 a.m. on Monday, 23 May 2022 (Hong Kong time)) or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 20 May 2022 to Wednesday, 25 May 2022 (both dates inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the SGM. No transfer of Shares will be registered during this period. In order to be eligible to attend and vote at the SGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 pm on Thursday, 19 May 2022.

RECOMMENDATION

Having considered the circumstances as set out above, the Board is of the view that the Proposed Appointment is in the best interests of the Company and the Shareholders as a whole. As such, the Board recommends that the Shareholders vote in favour of the ordinary resolution set out in the notice of the SGM.

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.

Yours faithfully,
By Order of the Board
G-Vision International (Holdings) Limited
Cheng Hop Fai
Chairman

NOTICE OF SPECIAL GENERAL MEETING



G-VISION INTERNATIONAL (HOLDINGS) LIMITED

環科國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 657)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of G-Vision International (Holdings) Limited (the “**Company**”) (the “**SGM**”) will be held at City Chiu Chow Restaurant, 1st Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 25 May 2022 at 10:30 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** PKF Hong Kong Limited be and is hereby appointed as the auditor of the Company to fill the casual vacancy following the resignation of RSM Hong Kong as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and is hereby authorised to fix its remuneration.”

By Order of the Board
G-Vision International (Holdings) Limited
Cheng Hop Fai
Chairman

Hong Kong, 6 May 2022

Hong Kong branch share registrar:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen’s Road East
Hong Kong

* *for identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

Notes:

- (1) A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy needs not be a member of the Company but must be present in person to represent the member.
- (2) The register of members of the Company will be closed from Friday, 20 May 2022 to Wednesday, 25 May 2022, both days inclusive, for the purpose of determining entitlement of shareholders of the Company (the “**Shareholders**”) to attend and vote at the SGM. During such period, no transfer of shares will be registered. All transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 19 May 2022.
- (3) In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, must be deposited at the Company’s principal place of business at Unit 108, 1st Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM (i.e. not later than 10:30 a.m. on Monday, 23 May 2022 (Hong Kong time)) or adjourned meeting.
- (4) To safeguard the health and safety of the Shareholders and all attendees at the SGM and to prevent the spread of the coronavirus disease 2019 (“**COVID-19**”), the following precautionary measures will be implemented at the SGM including, without limitation:
 - compulsory body temperature screening;
 - wearing of surgical face masks;
 - no distribution of corporate gift or refreshment;
 - mandatory health declaration; and
 - appropriate seating arrangement to avoid over-crowding.

Any person who does not comply with the precautionary measures above may be denied entry to the venue of the SGM. The Company would like to remind the Shareholders and all attendees who will attend the SGM in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the SGM. The Company would also like to remind the Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. Shareholders are encouraged to vote by filling in and submitting the relevant proxy form of the SGM, and appoint the chairman of the SGM as their proxy to vote on the relevant resolution as instructed in accordance with the relevant proxy form instead of attending the SGM in person. Subject to the development of the COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures and/or meeting arrangements as and when appropriate.

- (5) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of directors of the Company comprises seven directors. The executive directors are Mr. Cheng Hop Fai (Chairman and Managing Director), Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita, and Ms. Cheng Pak Lai, Lily; and the independent non-executive directors are Mr. Law Toe Ming, Mr. Hung Chi Yuen, Andrew, and Mr. Yuen Shiu Cheong, Johnny.