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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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **HKR International Limited** (the “Company”), you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HKRI

香港興業國際集團有限公司
HKR International Limited

*(Incorporated in the Cayman Islands with limited liability and
registered under the Companies Ordinance of Hong Kong)*

(Stock Code: 00480)

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

A notice convening the annual general meeting of the Company to be held at Grand Azure, Ground Floor, Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on Wednesday, 23 August 2017 at 11:00 a.m. is set out on pages 15 to 19 of this circular and a form of proxy is also enclosed. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Investor Centre of the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. **Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.**

11 July 2017

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Biographical Details of Directors for Re-election	7
Appendix II – Explanatory Statement	13
Notice of Annual General Meeting	16

DEFINITIONS

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

“2017 AGM”	AGM to be held at Grand Azure, Ground Floor, Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on Wednesday, 23 August 2017 at 11:00 a.m.;
“2017 AGM Notice”	notice convening the 2017 AGM as set out on pages 15 to 19 of this circular;
“AGM”	an annual general meeting of the Company;
“Articles”	amended articles of association of the Company adopted on 3 September 2009;
“Board”	the board of Directors;
“CG Code”	the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules;
“Company”	HKR International Limited (香港興業國際集團有限公司), a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the main board of the Stock Exchange (stock code: 00480);
“Director(s)”	director(s) of the Company from time to time;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	6 July 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained therein;

DEFINITIONS

“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“M&A”	amended memorandum and articles of association of the Company adopted on 3 September 2009;
“Options”	share options granted pursuant to the share option scheme adopted by the Company on 8 September 2011;
“Ordinary Share(s)” or “share(s)”	ordinary share(s) of par value of HK\$0.25 each in the share capital of the Company;
“SFC”	Securities and Futures Commission of Hong Kong;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong, as amended from time to time;
“Share(s)”	share(s) of all classes and securities which carry a right to subscribe for or convert into share(s) in the Company as from time to time issued directly or indirectly by the Company;
“Shareholder(s)”	holder(s) of share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Code on Takeovers and Mergers as approved by the SFC.



香港興業國際集團有限公司
HKR International Limited

*(Incorporated in the Cayman Islands with limited liability and
registered under the Companies Ordinance of Hong Kong)*

(Stock Code: 00480)

Directors:

Mr CHA Mou Sing Payson (*Chairman*)
Mr CHA Mou Zing Victor
(Deputy Chairman & Managing Director)
Mr CHUNG Sam Tin Abraham^o
Mr TANG Moon Wah
The Honourable Ronald Joseph ARCULLI[#]
Mr CHA Mou Daid Johnson[#]
Ms WONG CHA May Lung Madeline[#]
Dr CHENG Kar Shun Henry^Δ
Mr CHEUNG Wing Lam Linus^Δ
Ms HO Pak Ching Loretta^Δ
Mr TANG Kwai Chang^Δ

Registered Office:

P.O. Box 309, Uglan House
Grand Cayman
KY1-1104, Cayman Islands

*Principal Place of Business
in Hong Kong:*

23/F, China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

^o *Also alternate to Mr CHA Mou Sing Payson*

[#] *Non-executive Directors*

^Δ *Independent Non-executive Directors*

11 July 2017

Dear Shareholders,

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

INTRODUCTION

The purpose of this circular is to provide you with the 2017 AGM Notice and the information regarding the resolutions to be proposed at the 2017 AGM relating to (i) the re-election of Directors who are going to retire and offer themselves for re-election at the 2017 AGM; and (ii) the grant to the Directors of general mandates to issue and buy back

LETTER FROM THE BOARD

Shares and the extension of the general mandate to issue additional Shares to include Shares to be purchased or bought back.

RE-ELECTION OF DIRECTORS

Pursuant to article 116 of the Articles, at each AGM, one-third of the Directors for the time being (excluding any Directors who may be required to retire at the same AGM under other provisions of the Articles), or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Article 116 also requires that the Directors to retire in every year shall be those who have been longest in office since their appointment or last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. In addition, code provision A.4.2 of the CG Code provides, inter alia, that every Director should be subject to retirement by rotation at least once every three years.

In accordance with the Articles, the CG Code and the resolution of the Board passed on 21 June 2017, Mr TANG Moon Wah, The Honourable Ronald Joseph ARCULLI, Mr CHEUNG Wing Lam Linus and Mr TANG Kwai Chang shall retire by rotation at the 2017 AGM.

All of the above-named retiring Directors are eligible for re-election and have expressed their willingness to stand for re-election at the 2017 AGM. Biographical details of each of the above-named retiring Directors are set out in Appendix I to this circular.

Any Shareholder acting on his own or together with other persons whose shareholding interests in the Company in aggregate representing not less than 5% of the issued share capital of the Company (other than the person to be proposed) may nominate a person to stand for election as a Director at the 2017 AGM in accordance with article 120 of the Articles. Any Shareholder wishing to do so must serve (i) a written notice of intention to propose such person for election as a Director; (ii) a notice executed by that person of his willingness to be elected; and (iii) the information of that person as required to be disclosed under rule 13.51(2) of the Listing Rules to the Company's principal place of business in Hong Kong at 23/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on or before Tuesday, 15 August 2017. The Company shall issue an announcement and/or a supplementary circular, if applicable, to inform the Shareholders the biographical details of the additional candidate proposed if a valid notice in accordance with article 120 of the Articles from any Shareholder to propose a person to stand for election as a Director at the 2017 AGM is received.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the last AGM held on 24 August 2016, general mandates were given to the Directors to exercise the powers of the Company to issue and buy back Shares. These general mandates will lapse upon the conclusion of the 2017 AGM and therefore, ordinary resolutions will be proposed at the 2017 AGM to grant the general mandates as follows:

- (1) to grant to the Directors a general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional Shares not exceeding the aggregate of twenty per cent (20%) of the number of shares in issue at the date of the passing of the relevant resolution (the “Issue Mandate”);
- (2) to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to purchase or buy back Shares not exceeding the aggregate of ten per cent (10%) of the number of shares in issue at the date of the passing of the relevant resolution (the “Buy-back Mandate”); and
- (3) conditional upon the passing of the resolutions to grant the Issue Mandate and the Buy-back Mandate, to extend the Issue Mandate such that the Directors be authorised to exercise the powers to allot, issue, grant, distribute and otherwise deal with additional Shares pursuant to the Issue Mandate to the extent to include the aggregate of the number of Shares purchased or bought back by the Company pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, the number of issued shares of the Company was 1,350,274,367 fully paid Ordinary Shares. Subject to the passing of the ordinary resolution for approving the Issue Mandate at the 2017 AGM and on the basis that no further Shares will be issued or bought back prior to the 2017 AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 270,054,873 Shares during the period in which the Issue Mandate remains in force.

Full text of each of the relevant ordinary resolutions in relation to the general mandates described in (1), (2) and (3) above is set out as resolutions numbered 5, 6 and 7 respectively in the 2017 AGM Notice. An explanatory statement, as required under the Listing Rules, containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution numbered 6 to approve the Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

VOTING AT AGM

Pursuant to rule 13.39(4) of the Listing Rules and article 80 of the Articles, any vote of Shareholders at the 2017 AGM will be taken by poll and the Company shall announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

Pursuant to article 85 of the Articles, every member present in person or by proxy or (being a corporation) is present by a duly authorised representative or a proxy shall have one vote for every fully-paid Ordinary Share of which he is the holder. A member entitled to more than one vote need not use all his votes or cast all the votes in the same way.

2017 AGM

The notice convening the 2017 AGM is set out on pages 15 to 19 of this circular.

Enclosed with this circular is the form of proxy for use at the 2017 AGM. Whether or not you are able to attend the 2017 AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Investor Centre of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2017 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2017 AGM or any adjournment thereof should you so wish.

RECOMMENDATION

The Board is pleased to recommend the re-election of the retiring Directors at the 2017 AGM whose biographical details are set out in Appendix I to this circular. The Board also considers that the proposed resolutions set out in the 2017 AGM Notice, including the grant of the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the proposed resolutions at the 2017 AGM.

Yours faithfully,
By order of the Board
CHA Mou Zing Victor
Deputy Chairman & Managing Director

Set out below are the biographical details of the retiring Directors who are eligible and willing to stand for re-election at the 2017 AGM:

1 Mr TANG Moon Wah *BA (Arch Studies), BArch (Aged 63)*

Positions held and length of service

Mr TANG was appointed Executive Director in December 2004 and is also a director of some subsidiaries of the Company. He has been serving in the Group since 1985 and is now the head of group projects responsible for project management of real estate development in Hong Kong, the People's Republic of China and Asia-Pacific and for oversight of master planning, conceptual and major designs and technical advice on acquisitions.

Experience

Mr TANG has over 38 years extensive experience in property development. He is a fellow member of The Hong Kong Institute of Architects and has been an Authorised Person and Registered Architect since 1982 and 1991 respectively. Mr TANG did not hold any directorships in other listed public companies in the past three years.

Relationships with Directors, senior management, substantial or controlling Shareholders of the Company

Mr TANG is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr TANG was interested in 135,200 Ordinary Shares and 2,000,000 Options within the meaning of Part XV of the SFO.

Director's remuneration and term of office

Mr TANG was not appointed for a specific term and his directorship is subject to retirement by rotation and re-election at the AGMs at least once every three years in accordance with article 116 of the Articles and code provision of A.4.2 of the CG Code.

The total remuneration paid to Mr TANG under his employment contract as an executive of the Company for the year ended 31 March 2017 amounted to approximately HK\$8,800,000 which was determined with reference to the prevailing market situation, his duties and responsibilities in the Group and was subject to individual's and the Group's performance.

In relation to the re-election of Mr TANG as an Executive Director, save as disclosed above, there is no information which is discloseable nor is or was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter concerning Mr TANG that needs to be brought to the attention of the Shareholders.

2 The Honourable Ronald Joseph ARCULLI *GBM, CVO, GBS, OBE, JP (Aged 78)*

Positions held and length of service

Mr ARCULLI joined the Board in 1989 and was re-designated as Non-executive Director in June 2005.

Experience

Mr ARCULLI is the senior partner of King & Wood Mallesons. He is an independent non-executive director (“INED”) of Hang Lung Properties Limited, non-executive director (“NED”) of Sino Hotels (Holdings) Limited, Sino Land Company Limited, Tsim Sha Tsui Properties Limited, HK Electric Investments Manager Limited (as trustee-manager of HK Electric Investments) and HK Electric Investments Limited. Mr ARCULLI retired as an INED of SCMP Group Limited (renamed as Armada Holdings Limited on 5 April 2016 and subsequently as Great Wall Pan Asia Holdings Limited on 8 December 2016) in June 2014. He also ceased as a NED of each of Power Assets Holdings Limited and Hutchison Harbour Ring Limited (renamed as China Oceanwide Holdings Limited on 29 December 2014) in January and December 2014 respectively. Save for HK Electric Investments Manager Limited, all the aforesaid companies are listed on the Stock Exchange. Mr ARCULLI also holds directorships in other public and private companies in Hong Kong and overseas. He is now the chairman of FWD Group, an honorary fellow of Hong Kong Securities and Investment Institute and vice patron and former directors committee member of The Community Chest of Hong Kong. Mr ARCULLI is also a board member and the vice-chairman of the board of The West Kowloon Cultural District Authority and chairs its executive committee and development committee. Save as disclosed above, Mr ARCULLI did not hold any directorships in other listed public companies in the past three years.

Relationships with Directors, senior management, substantial or controlling Shareholders of the Company

Mr ARCULLI is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr ARCULLI was interested in 241,472 Ordinary Shares and 1,100,000 Options within the meaning of Part XV of the SFO.

Director's remuneration and term of office

Mr ARCULLI was appointed for a specific term of three years commencing as of 1 April 2016 subject to retirement by rotation and re-election at the AGMs at least once every three years in accordance with article 116 of the Articles and code provisions of A.4.2 of the CG Code.

The total remuneration of HK\$100,000 paid to Mr ARCULLI for the year ended 31 March 2017 as approved by the Board in pursuance of the resolution passed by the Shareholders at last AGM held in August 2016.

In relation to the re-election of Mr ARCULLI as a Non-executive Director, save as disclosed above, there is no information which is discloseable nor is or was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter concerning Mr ARCULLI that needs to be brought to the attention of the Shareholders.

3 Mr CHEUNG Wing Lam Linus *BSSc, JP (Aged 69)***Positions held and length of service**

Mr CHEUNG joined the Board in January 2006 and was re-designated as Independent Non-executive Director on 26 March 2012. He is also a member of both the Audit Committee and Remuneration Committee of the Company.

Experience

Mr CHEUNG is an INED of China Unicom (Hong Kong) Limited which is listed on the Stock Exchange and the board of directors of Sotheby's which listed on the New York Stock Exchange. He was the chief executive of Hong Kong Telecommunications Limited (later "Cable & Wireless HKT Limited" ("Cable")) from 1994 to 2000, deputy chairman of PCCW Limited (following a merger with Cable) from August 2000 to February 2004 and INED of Taikang Life Insurance Co. Ltd. from 2005 to 2011. Save as disclosed above, Mr CHEUNG did not hold any directorship in other listed public companies in the past three years.

Based on the information available to the Board, and by reference to rule 3.13 of the Listing Rules which sets out certain criteria on independence of the independent non-executive directors, the Board considers that Mr CHEUNG is independent. Further, in view of the extensive knowledge and experience of Mr CHEUNG, the Board believes that his re-election is in the best interests of the Company and the Shareholders as a whole.

Relationships with Directors, senior management, substantial or controlling Shareholders of the Company

Mr CHEUNG is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr CHEUNG was interested in 500,000 Options within the meaning of Part XV of the SFO.

Director's remuneration and term of office

Mr CHEUNG was appointed for a specific term of three years commencing as of 1 April 2016 subject to retirement by rotation and re-election at the AGMs at least once every three years in accordance with article 116 of the Articles and code provision of A.4.2 of the CG Code.

The total remuneration paid to Mr CHEUNG for the year ended 31 March 2017 amounted to HK\$350,000 which was approved by the Board in pursuance of the resolution passed by the Shareholders at last AGM held in August 2016.

In relation to the re-election of Mr CHEUNG as an Independent Non-executive Director, save as disclosed above, there is no information which is discloseable nor is or was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter concerning Mr CHEUNG that needs to be brought to the attention of the Shareholders.

4 Mr TANG Kwai Chang *FCCA, FCPA (Aged 64)***Positions held and length of service**

Mr TANG was appointed Independent Non-executive Director in September 2014. He is also the Chairman of the Audit Committee and member of the Nomination Committee of the Company.

Experience

Mr TANG was a partner of Deloitte Touche Tohmatsu (“Deloitte”) with extensive experience in auditing and audit risk management, the vice chairman of Deloitte China and board member of Deloitte Global when he retired in May 2013. He is currently an INED of Bank of Communications (Hong Kong) Limited, Baosteel Resources Company Limited and Baosteel Resources International Company Limited (subsidiaries of China Baowu Steel Group Corporation Limited) and Foxconn Interconnect Technology Limited (a subsidiary of Hon Hai Precision Industry Company Limited). Mr TANG is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants (“HKICPA”). He is also currently a court member of the Hong Kong Baptist University and member of the disciplinary panel of the HKICPA. Mr TANG did not hold any directorship in other listed public companies in the past three years.

Based on the information available to the Board, and by reference to the rule 3.13 of the Listing Rules which sets out certain criteria on independence of the independent non-executive directors, the Board considers that Mr TANG is independent. Further, in the view of the extensive knowledge and experience of Mr TANG, the Board believes that his re-election is in the best interests of the Company and the Shareholders as a whole.

Relationships with Directors, senior management, substantial or controlling Shareholders of the Company

Mr TANG is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr TANG was interested in 200,000 Options within the meaning of Part XV of the SFO.

Director's remuneration and term of office

Mr TANG was appointed for a specific term of three years commencing as of 1 April 2016 subject to retirement by rotation and re-election at the AGMs at least once every three years in accordance with article 116 of the Articles and code provision of A.4.2 of the CG Code.

The total remuneration paid to Mr TANG for the year ended 31 March 2017 amounted to HK\$350,000 which was approved by the Board in pursuance of the resolution passed by the Shareholders at last AGM held in August 2016.

In relation to the re-election of Mr TANG as an Independent Non-executive Director, save as disclosed above, there is no information which is discloseable nor is or was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter concerning Mr TANG that need to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement, as required under the Listing Rules, to provide Shareholders with requisite information reasonably necessary for them to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the 2017 AGM in connection with the Buy-back Mandate.

1 SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$337,568,591.75 divided into 1,350,274,367 fully paid Ordinary Shares.

Subject to the passing of the ordinary resolution numbered 6 set out in the 2017 AGM Notice for approving the Buy-back Mandate and on the basis that no further Shares will be issued or bought back prior to the 2017 AGM, the Company would be allowed under the Buy-back Mandate to buy back Shares up to a maximum of 135,027,436 Shares during the period in which the Buy-back Mandate remains in force.

2 REASONS FOR BUY-BACKS

The Directors believe that the proposed grant of the Buy-back Mandate is in the interests of the Company and the Shareholders as a whole. The Buy-back Mandate will give the Company the flexibility to buy back Shares as and when the Company deems appropriate. Such buy-backs may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net assets and/or earnings per share or may otherwise be in the interests of the Company. The Directors will decide on the number of Shares to be bought back on each occasion and the price and other terms upon which the same is bought back at the relevant time having regard to the circumstances then pertaining and they will do so only when they believe that such buy-backs will benefit the Company and the Shareholders. At present, the Directors have no intention to buy back any Shares.

3 FUNDING OF BUY-BACKS

In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with its M&A and the laws of the Cayman Islands.

The Company is empowered by its M&A to buy back Shares. M&A and the applicable laws of the Cayman Islands provide that, subject to solvency, the purchase price of the Shares may be paid out of the profits available for distribution, the Company's capital and share premium account.

The Directors do 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 or the gearing position of the Company which in the opinion of the Directors is from time to time appropriate for the Company. However, based on the audited consolidated financial statements for the year ended 31 March 2017 of the Company (being the date to which the latest published consolidated financial statements of the Company were made up), there

might be a material adverse impact on the working capital or gearing position of the Company in the event that the Buy-back Mandate is exercised in full.

4 UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same be applicable, it will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, M&A and the applicable laws of the Cayman Islands.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

5 EFFECT OF THE TAKEOVERS CODE

If, as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

For the purpose of the Takeovers Code, CCM Trust (Cayman) Limited ("CCM Trust") and LBJ Regents Limited ("LBJ Regents") (both being substantial shareholders of the Company within the meaning of the SFO) and Mr Payson CHA, Mr Victor CHA, Mr Johnson CHA and Ms Madeline WONG (all being Directors and discretionary beneficiaries of certain trusts relating to Ordinary Shares held directly and/or indirectly by the above-mentioned substantial Shareholders) are taken as parties acting in concert and collectively treated as a single controlling Shareholder of the Company under the term "Cha Family". As at the Latest Practicable Date, the Cha Family had an aggregate interest in 673,169,146 Ordinary Shares, representing approximately 49.85% of the issued share capital of the Company. Among them, 560,153,905 Ordinary Shares were held by CCM Trust, 91,894,801 Ordinary Shares were held by LBJ Regents, 19,980,187 Ordinary Shares were held as personal and corporate interests by Mr Payson CHA and 1,140,253 Ordinary Shares were held as personal interests by Mr Victor CHA. In addition, the long-held interests of certain other relatives and family-controlled charitable foundations (representing, in aggregate, approximately 2.65% of the issued share capital of the Company) would also be treated as concert party interests attributable to the Cha Family for Takeovers Code purposes. In the event that the Directors exercise in full the

powers to buy back Shares pursuant to the Buy-back Mandate, then (if the present shareholdings otherwise remained the same) the aggregate attributable shareholdings of the said parties would increase to approximately 58.33% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation for the Cha Family to make a mandatory offer under rule 26 of the Takeovers Code.

6 SHARE PRICES

The highest and lowest prices at which Ordinary Shares were traded on the Stock Exchange during each of the previous twelve calendar months before and the period up to the Latest Practicable Date were as follows:

	Price per share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
July	3.48	3.18
August	3.59	3.31
September	3.80	3.48
October	3.80	3.63
November	3.75	3.36
December	3.65	3.42
2017		
January	3.91	3.56
February	4.27	3.86
March	4.47	4.08
April	4.33	4.14
May	4.25	3.95
June	4.52	4.08
July (up to the Latest Practicable Date)	4.23	4.15

7 SHARE BUY-BACK MADE BY THE COMPANY

The Company did not buy back any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.



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(Stock Code: 00480)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of HKR International Limited (the “Company”) will be held at Grand Azure, Ground Floor, Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on Wednesday, 23 August 2017 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements and the reports of the Directors and the Independent Auditor of the Company for the year ended 31 March 2017.
2. To declare a final dividend for the year ended 31 March 2017.
3. To re-elect retiring Directors of the Company and to authorise the Board of Directors of the Company to fix the Directors’ fees:
 - (1) To re-elect Mr TANG Moon Wah as an Executive Director;
 - (2) To re-elect The Honourable Ronald Joseph ARCULLI as a Non-executive Director;
 - (3) To re-elect Mr CHEUNG Wing Lam Linus as an Independent Non-executive Director;
 - (4) To re-elect Mr TANG Kwai Chang as an Independent Non-executive Director; and
 - (5) To authorise the Board of Directors of the Company to fix the fees of all Directors of the Company (including any new Director who may be appointed) for the year ending 31 March 2018.
4. To re-appoint Messrs Deloitte Touche Tohmatsu as the Independent Auditor of the Company for the ensuing year and to authorise the Board of Directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

5. **“THAT:**

(1) subject to paragraph (3) of this resolution numbered 5 and all applicable laws, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares in the capital of the Company and to make, issue or grant offers, agreements and options including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company, be and is hereby generally and unconditionally approved;

(2) the approval in paragraph (1) of this resolution numbered 5 shall authorise the Directors of the Company during the Relevant Period to make, issue or grant offers, agreements and options including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company, which would or might require the exercise of such powers after the end of the Relevant Period;

(3) the aggregate number of shares allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (1) of this resolution numbered 5, otherwise than pursuant to or in consequence of:

(i) a Rights Issue (as hereinafter defined); or

(ii) the exercise of any options under any share option scheme or similar arrangement for the time being adopted by the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) for the grant or issue of shares or rights to acquire shares in the Company; or

(iii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company; or

(iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company from time to time; or

(v) a special authority granted by the shareholders of the Company in general meeting;

shall not exceed the aggregate of twenty per cent (20%) of the number of shares of the Company in issue at the date of the passing of this resolution numbered 5, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(4) for the purpose of this resolution numbered 5:

“Relevant Period” means the period from (and including) the date of the passing of this resolution numbered 5 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution numbered 5 by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities which carry rights to subscribe for or purchase shares of the Company, open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject in all cases 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 legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong).”

6. **“THAT:**

(1) subject to paragraph (2) of this resolution numbered 6 and all applicable laws, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase or buy back shares of all classes and securities which carry a right to subscribe for or purchase shares issued directly or indirectly by the Company on the Stock Exchange or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(2) the aggregate number of shares of all classes and securities which carry a right to subscribe for or purchase shares issued directly or indirectly by the Company which may be purchased or bought back by the Company pursuant to the approval in paragraph (1) of this resolution numbered 6 shall not exceed the aggregate of ten per cent (10%) of the

NOTICE OF ANNUAL GENERAL MEETING

number of shares of the Company in issue at the date of the passing of this resolution numbered 6, and the said approval shall be limited accordingly; and

(3) for the purpose of this resolution numbered 6:

“Relevant Period” means the period from (and including) the date of the passing of this resolution numbered 6 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution numbered 6 by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon the passing of resolutions numbered 5 and 6 set out in the notice of this meeting, the general mandate granted to the Directors of the Company pursuant to resolution numbered 5 set out in the notice of this meeting and for the time being in force to exercise the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares in the capital of the Company and to make, issue or grant offers, agreements and options including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of all classes and securities which carry a right to subscribe for or purchase shares issued directly or indirectly by the Company purchased or bought back by the Company under the authority granted by resolution numbered 6 set out in the notice of this meeting, provided that such extended amount shall not exceed ten per cent (10%) of the aggregate number of shares of the Company in issue at the date of the passing of this resolution.”

By order of the Board
LEUNG Wai Fan
Company Secretary

Hong Kong, 11 July 2017

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1 Any member of the Company entitled to attend and vote at the annual general meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.

2 In case of joint registered holders of any share in the Company, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3 In order to be eligible to attend and vote at the 2017 annual general meeting and entitled for the proposed final dividend, the main and branch registers of members of the Company will be closed from Friday, 18 August to Wednesday, 23 August 2017 (both days inclusive) and on Tuesday, 29 August and Wednesday, 30 August 2017. During the periods, no transfer of shares will be registered. All properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 17 August and Monday, 28 August 2017 respectively.

4 The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority, shall be deposited at the Investor Centre of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjournment thereof should he so wish.

5 With regard to the proposed resolution numbered 3 of this notice, the Board of Directors of the Company recommends that the retiring Directors, namely Mr TANG Moon Wah, The Honourable Ronald Joseph ARCULLI, Mr CHEUNG Wing Lam Linus and Mr TANG Kwai Chang be re-elected as Directors of the Company.

6 With regard to the proposed resolutions numbered 5 to 7 of this notice, the Directors of the Company wish to state that they have no immediate plans to issue any new shares or buy back any shares of the Company pursuant to the general mandates referred to thereunder.

7 If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the websites of the Company (www.hkri.com) and the Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled annual general meeting.

The annual general meeting will be held as scheduled when a Typhoon Signal No.3 or below or an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

8 Registration of the annual general meeting will start at 10:15 a.m. on Wednesday, 23 August 2017. To ensure that the meeting can start on time, shareholders or their proxies are requested to arrive at the venue for registration at least 15 minutes before the meeting starts.