

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



INTERNATIONAL ELITE LTD.

精英國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1328)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Meeting**”) of INTERNATIONAL ELITE LTD. (the “**Company**”) will be held at 11:00 a.m. on Monday, 24 September 2018 at Lily Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong for the purpose of considering and, if thought fit, approving, among others, the following resolutions as a special resolution and ordinary resolution of the Company (whenever applicable). Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 31 August 2018 (“**Circular**”).

The following resolutions will be considered and, if thought fit, approved by the Shareholders, with or without amendments, at the EGM:

SPECIAL RESOLUTION

1. “**THAT** the articles of association of the Company (the “**Articles**”) be amended in the following manner:

(1) By deleting and replacing the existing Article 133 in its entirety with the following:

“133. Subject to the Law, the Company in general meeting or the Board may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.”;

- (2) By deleting and replacing the existing Article 134 in its entirety with the following:

“134.Dividends may be declared and paid out of the profits of the Company, realized or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. Dividends may also be declared and paid out of share premium account or any other fund or account which can be authorized for this purpose in accordance with the Law.”; and

- (3) By deleting and replacing the existing Article 136 in its entirety with the following:

“136.(1) The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the financial conditions and the net realisable value of the assets of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever the financial conditions and the net realisable value of the assets of the Company, in the opinion of the Board, justifies such payment.

136. (2) The Board may in addition from time to time declare and pay special dividends of such amounts and on such dates and out of such distributable funds of the Company (including share premium) and as they think fit, and the provisions of paragraph (1) of this Article as regards the power and exemption from liability of the Directors as relate to the declaration and payment of interim dividends shall apply, mutatis mutandis, to the declaration and payment of any such special dividends.”.

ORDINARY RESOLUTIONS

2. **“THAT** (a) conditional upon passing of Special Resolution No.1 set out in the notice convening the Meeting, the declaration and payment of special dividend entirely out of the Share Premium Account to the Shareholders by way of the distribution in specie of the Relevant Shares in the proportion of 961 Global Link Shares for every 10,000 Shares held in the Company to the Qualifying Shareholders whose names appear on the register of members of the Company at the close of business on 5 October 2018, being the record date for determination of entitlement to the Distribution in Specie, be and is hereby approved; and (b) any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the special dividend and the Distribution in Specie.”

3. **“THAT** (a) the Disposal and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified in all respects; and (b) the Directors be and are hereby authorised to sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the Articles) in connection with the Disposal and the transactions contemplated thereunder and to do and take all such actions, steps, deeds and things in such manner as they may deem necessary, desirable or appropriate to give effect to the Disposal and the transactions contemplated thereunder;

4. **“THAT** (a) the Acquisition and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified in all respects; (b) conditional upon the Stock Exchange having granted the listing of and permission to deal in the Consideration Shares on the Stock Exchange, the grant of the specific mandate (the “Specific Mandate”) to the Directors to exercise the powers of the Company to issue and allot the Consideration Shares (being 2,263,012,321 Shares) at the issue price HK\$0.11931 per Consideration Share in settlement of HK\$270 million as the consideration for the Acquisition contemplated under the Acquisition Agreement be and is hereby approved, confirmed and rectified in all respects; (c) the Directors be and are hereby authorised to sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the Articles) in connection with the Acquisition and the transactions contemplated thereunder and the Specific Mandate and to do and take all such actions, steps, deeds and things in such manner as they may deem necessary, desirable or appropriate to give effect to the Acquisition and the transactions contemplated thereunder, and the issue of the Consideration Shares under the Specific Mandate;

5. “**THAT** (a) the Management Agreements and the transactions contemplated thereunder, and the Management Service Annual Cap be and are hereby approved, confirmed and ratified in all respects; and (b) the Directors be and are hereby authorised to sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the Articles) in connection with the Management Agreements and the transactions contemplated thereunder, and the Management Service Annual Cap and to do and take all such actions, steps, deeds and things in such manner as they may deem necessary, desirable or appropriate to give effect to the Management Agreements and the transactions contemplated thereunder”.

On behalf of the Board
International Elite Ltd.
Li Kin Shing
Chairman

Hong Kong, 31 August 2018

As at the date of this notice, the executive Directors are Mr. Li Kin Shing, Ms. Li Yin, Mr. Wong Kin Wa and Mr. Li Wen; the independent non-executive Directors are Mr. Chen Xue Dao, Mr. Cheung Sai Ming and Mr. Liu Chun Bao.

Notes:

- (1) The instrument appointing a proxy shall be in writing under the head of the appointor or 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, attorney or other person duly authorised to sign the same.
- (2) A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company but must attend the Meeting to represent the member.
- (3) In order to be valid, the form of proxy must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with any power of attorney or other authority, under which it is signed, or a certified copy of that power of authority, not less than 48 hours before the time for holding the Meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, if he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.

- (5) For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 19 September 2018 to Monday, 24 September 2018, both days inclusive, during which period no transfer of shares of the Company shall be effected. To qualify for the attendance and voting at the Meeting of the Company, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 18 September 2018.
- (6) The record date for entitlement to the proposed special dividend is Friday, 5 October 2018. For determining the entitlement to the proposed special dividend, the register of members of the Company will be closed from Wednesday, 3 October 2018 to Friday, 5 October 2018 and no transfer of shares will be effected during such period. In order to qualify for the proposed special dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 2 October 2018.
- (7) A form of proxy for use at the Meeting is enclosed.