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YU TAK INTERNATIONAL HOLDINGS LIMITED
御德國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08048)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Yu Tak International Holdings Limited (the “Company”) will be held at Room 901-905, Wing On Centre, 111 Connaught Road Central, Hong Kong at 2 p.m. on Monday, 12 February 2018 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any delegate of the Executive Director) (the “Executive”), the waiver of the obligation on the part of Sino Eminent Limited to make a mandatory general offer to shareholders of Company for all the issued ordinary shares of the Company not already owned or agreed to be acquired by the Concert Group (as defined in the circular of the Company dated 19 January 2018 (“Circular”)) upon the Rights Issue (as defined in the Circular) pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Whitewash Waiver”) be and is hereby approved.”
2. **“THAT** conditional upon (i) the grant of the Whitewash Waiver by the Executive and the fulfilment of all conditions (if any) attached to it; and (ii) the fulfilment of the conditions of the Underwriting Agreement (as defined in the Circular, a copy of which has been produced to this meeting marked “A” and signed by the chairperson of this meeting for the purpose of identification, and such agreement not being terminated in accordance with its terms,
 - (a) the allotment and issue by way of rights issue of 594,230,000 Rights Shares (as defined in the Circular) at HK\$0.10 per Rights Share to the Qualifying Shareholders (as defined in the Circular) whose names appear on the register of members of the Company on 27

February 2018 on the basis of one Rights Share for every two existing Shares held on the Record Date (as defined in the Circular) (the “Rights Issue”) and otherwise on the terms and conditions as set out in the Circular be and is hereby approved;

- (b) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue to the Qualifying Shareholders and, in particular, the Directors may make such exclusion or other arrangements in relation to the Non-Qualifying Shareholders (as defined in the Circular) as they deem necessary or expedient having regard to any restrictions or obligations under the laws and/or regulations of, or the rules and/or requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and
 - (c) any one Director be and is hereby authorised to sign and execute such documents (including but not limited to deeds) and do all such acts and things incidental to the Rights Issue as he/she considers necessary or otherwise expedient in connection with the implementation of or giving effect to the Rights Issue and the transactions contemplated thereunder or in this resolution.”
3. “**THAT** subject to the passing of each of the resolutions numbered 1 and 2 set out in this notice of meeting:
- (a) the entering into the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Rights Shares, if any, by Sino Eminent Limited, the sole underwriter) be and are hereby approved; and
 - (b) any one Director be and is hereby authorised to sign and execute such documents (including but not limited to deeds) and do all such acts and things incidental to the Underwriting Agreement as he/she considers necessary or otherwise expedient in connection with the implementation of or giving effect to the Underwriting Agreement (including without limitation entering into supplemental agreement(s) in relation to the Underwriting Agreement) and the transactions contemplated thereunder or in this resolution.”

By Order of the Board
Yu Tak International Holdings Limited
Chong Yu Ping
Chairman

Hong Kong, 19 January 2018

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in Hong Kong:

Rm A & B, 17/F
Fortune House
61 Connaught Road Central
Hong Kong

Notes:

1. A form of proxy for use at the SGM or any adjournment thereof is enclosed.
2. A member of the Company entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxy(ies) to attend and, subject to the Bye-Laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, a form of proxy and 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 Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the SGM, if he/she so wish.
4. If two or more persons are joint holders of a share of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The register of members of the Company will be closed from Tuesday, 6 February 2018 to Monday, 12 February 2018 (both days inclusive), during which period no transfer of shares in the Company shall be registered. In order to qualify for the proposed SGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 5 February 2018.
6. A circular containing, inter alia, details of (i) the Rights Issue, the Underwriting Agreement and the Whitewash Waiver; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Rights Issue, the Underwriting Agreement and the Whitewash Waiver; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder, will be despatched to the shareholders of the Company.

7. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
8. If Typhoon Signal no. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the SGM, the meeting will be postponed. The Company will post an announcement on the website of Company at www.hkjewelry.net and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Chong Yu Ping, Ms. Li Xia and Mr. Chen Yin and three independent non-executive Directors, namely, Mr. Lam Tin Faat, Ms. Lu Haina and Ms. Na Xin.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.

This notice will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcement” page for at least seven days from the date of its publication and be published and remains on the Company’s website at <http://www.hkjewelry.net/>.