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If you have sold all your shares in Yu Tak International Holdings Limited, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.



YU TAK INTERNATIONAL HOLDINGS LIMITED

御德國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8048)

**(1) PROPOSED RE-ELECTION OF
DIRECTORS AT THE ANNUAL GENERAL MEETING,
(2) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Yu Tak International Holdings Limited (the “Company”) to be held at 55/F, Shun Hing Square, No. 5002, East Shennan Road, Luohu District, Shenzhen, P.R.C. on Tuesday, 28 May 2019, at 2:00 p.m., at which the above proposals will be considered, is set out on pages 12 to 16 of this circular.

This circular, for which the directors (the “Directors”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (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 circular is accurate and complete in all material respects and not misleading or deceptive, there are no other matters the omission of which would make any statement herein or this circular misleading.

This circular will remain on the “Latest Company Announcements” page of the GEM website for at least seven days from the date of its posting and on the website of the Company at www.hkjewelry.net.

17 April 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risk of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 55/F, Shun Hing Square, No. 5002, East Shennan Road, Luohu District, Shenzhen, P.R.C. on Tuesday, 28 May 2019, at 2:00 p.m. or any adjournment thereof (as the case may be)
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company as amended, supplemented or substituted from time to time, and “Article(s)” shall mean an article of the Bye-Laws
“Company”	Yu Tak International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue further new Shares not exceeding 20% of the issued share capital of the Company at the date of the passing of such resolution
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	17 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting set out on pages 12 to 16 of this circular

DEFINITIONS

“Ordinary Resolution(s)”	ordinary resolution(s) to be proposed for the Shareholders’ approval at the Annual General Meeting
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to 10% of the issued share capital of the Company at the date of the passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 8048)

Executive Directors:

Mr. Chong Yu Ping (*Chairman*)
Ms. Li Xia (*Chief Executive Officer*)
Mr. Chen Yin

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Mr. Lam Tin Faat
Ms. Na Xin
Ms. Zhao Xi Xia

*Head Office and Principal Place
of Business in Hong Kong:*

7/F, Nan Fung Tower
88 Connaught Road Central
Hong Kong

17 April 2019

To Shareholders of the Company

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF
DIRECTORS AT THE ANNUAL GENERAL MEETING,
(2) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting of the Company to be held on Tuesday, 28 May 2019, at 2:00 p.m. Ordinary Resolutions to be proposed include:

- (i) the re-election of Directors who are due to retire at the Annual General Meeting;
- (ii) the grant of the General Mandate; and

LETTER FROM THE BOARD

(iii) the grant of the Repurchase Mandate.

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article no. 84 of the Bye-Laws of the Company, Mr. Chen Yin, Mr. Lam Tin Faat and Ms. Zhao Xiaxia shall retire by rotation as at the Annual General Meeting and being eligible, have offered themselves for re-election.

Details of the Directors that are required to be disclosed under the GEM Listing Rules are set out in Appendix II to this circular.

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

A general mandate is proposed to be unconditionally given to the Directors to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company at the date of passing of the resolution until the next annual general meeting of the Company. The relevant resolution is set out as Ordinary Resolution no. 5 in the notice of the Annual General Meeting.

As at the Latest Practicable Date, the Company has issued an aggregate of 1,782,690,000 Shares. On 12 April 2019, the Company entered into an agreement with a placing agent for up to 110,000,000 new Shares at price of HK\$0.102 per share (the “**Placing Shares**”). If the Placing Shares are fully placed before the Annual General Meeting, the Company will have issued an aggregate of 1,892,690,000 Shares. Subject to the passing of the proposed resolution granting the General Mandate to the Directors and on the basis that no further Shares are issued and/or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed to issue a maximum of 378,538,000 Shares (assuming that the Placing Shares are fully placed) or 356,538,000 Shares (assuming that no Placing Shares are placed) respectively, under the General Mandate.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES OF THE COMPANY

At the last annual general meeting of the Company held on 4 June 2018, a general mandate was given to the Directors to exercise the power of the Company to repurchase shares of HK\$0.10 each. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. It is therefore proposed to seek your approval of the Ordinary Resolution no. 6 as set out in the notice of the Annual General Meeting to give a fresh general mandate to the Directors to exercise the power of the Company to repurchase Share(s).

The explanatory statement, required by the GEM Listing Rules to be sent to Shareholders in connection with the proposed Repurchase Mandate is set out in the Appendix I to this circular. This provides requisite information to you for your consideration of the proposal to authorise the Directors to exercise the power of the Company to repurchase Share(s) up to a maximum of 10% of the issued share capital of the Company at the date of passing of the Ordinary Resolution no. 6 in the notice of the Annual General Meeting.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 55/F, Shun Hing Square, No. 5002, East Shennan Road, Luohu District, Shenzhen, P.R.C. on Tuesday, 28 May 2019, at 2:00 p.m. is set out in Appendix III to this circular.

A form of proxy for the Annual General Meeting is also enclosed. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to 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, Wanchai Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting. The completion of a form of proxy will not preclude you from attending and voting at the meeting in person.

An announcement will be made by the Company following the conclusion of the Annual General Meeting to inform you of the results of the Annual General Meeting.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Article 66 of the Bye-Laws of the Company, a resolution put to the vote of a general meeting shall be decided by way of a poll.

RESPONSIBILITY STATEMENT

This circular, 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 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.

As of the date hereof, 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. Na Xin and Ms. Zhao Xiaxia.

RECOMMENDATION

The Board of Directors is of the opinion that the proposals referred to above are in the best interests of the Company and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board
Yu Tak International Holdings Limited
Chong Yu Ping
Chairman

This is an explanatory statement given to all the Shareholders relating to a resolution to be proposed at the forthcoming Annual General Meeting authorising the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 1,892,690,000 Shares of HK\$0.10 each as at the Latest Practicable Date (assuming that the Placing Shares are fully placed), could result in up to a maximum of 189,269,000 Shares, or on the basis of 1,782,690,000 Shares of HK\$0.10 each as at the Latest Practicable Date (assuming that no Placing Shares are placed), could result in up to a maximum of 178,269,000 Shares, i.e. up to a maximum of 10% of the Shares of the Company in issue, being repurchased by the Company during the period from the passing of Ordinary Resolution no. 6 as set out in the notice of the Annual General Meeting up to (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 Bye-Laws or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its members. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

3. FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws of the company and the Companies Act 1981 of Bermuda (the “Companies Act”). The Company may not purchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for dividend or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the profits that would otherwise be available for dividend or out of the share premium or contributed surplus accounts of the Company.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2018 annual report of the Company) in the event that the proposed purchases in the Repurchase Mandate were to be exercised in full at any time during the proposed purchase period. However, the Directors do not propose to

exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, they will exercise the power of the Company to make purchases in Repurchase Mandate pursuant to the proposed resolutions in accordance with the GEM Listing Rules, the memorandum of association and bye-laws of the Company and the applicable laws of Bermuda.

As at the Latest Practicable Date prior to the printing of this circular and to the best knowledge of the Directors who have made all reasonable enquiries, none of the Directors or their associates has a present intention, in the event that the resolution is approved by the Shareholders, to sell Shares to the Company or has undertaken not to do so.

6. THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Code"). Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Chong Yu Ping held 839,639,697 Shares representing approximately 47.10% of the issued share capital of the Company. On 12 April 2019, the Company entered into an agreement with a placing agent for up to 110,000,000 Placing Shares at price of HK\$0.102 per share. If the Placing Shares are fully placed before the Annual General Meeting, the Company will have issued an aggregate of 1,892,690,000 Shares and the holdings of Mr. Chong Yu Ping will be diluted to 44.36%. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the interests of Mr. Chong Yu Ping would increase to approximately 49.29% (assuming that the Placing Shares are fully placed) or approximately 52.33% (assuming that no Placing Shares are placed) of the issued share capital of the Company respectively, and such an increase would give rise to an obligation of Mr. Chong Yu Ping to make a mandatory offer under Rules 26 and 32 of the Takeover Code.

However, as the minimum amount of Shares to be held by the public cannot be less than 25% of the issued share capital of the Company, the Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the Company will infringe such minimum public float requirement.

7. PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the previous six months preceding the Latest Practicable Date, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

8. CONNECTED PERSON

No connected person (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders and the Company authorised to make purchases of Shares.

9. SHARE PRICES

The highest and lowest prices at which the shares were traded on GEM during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
March	0.145	0.091
April	0.114	0.073
May	0.089	0.061
June	0.073	0.050
July	0.065	0.041
August	0.055	0.040
September	0.052	0.040
October	0.054	0.041
November	0.074	0.042
December	0.100	0.044
2019		
January	0.110	0.075
February	0.108	0.091
March	0.138	0.099
April (as at Latest Practical Date)	0.145	0.115

10. PROXY

A form of proxy for use at the Annual General Meeting is also enclosed. Whether or not you intend to attend the meeting, you are requested to complete and return the form of proxy to the Company's branch share registrar and transfer office of the Company in Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting should the Shareholders so desire.

APPENDIX II DETAILS OF THE DIRECTORS WHO ARE PROPOSED TO BE RE-ELECTED AT ANNUAL GENERAL MEETING

The following are the details of the directors of the Company proposed to be re-elected at the Annual General Meeting:-

(i) Mr. CHEN Yin (Age 37)

Executive Director

Mr. Chen Yin (“**Mr. Chen**”) is an entrepreneur in the Mainland China, who held senior positions in various private companies principally engaged in luxury goods trading business. Mr. Chen obtained the Diploma of Graduate Gemologist, Diploma of Diamonds and Diploma of Colored Stones from the Gemological Institute of America (“GIA”).

Mr. Chen has been as an Executive Director of the Company since 3 July 2012. The Company has entered into a service contract with Mr. Chen for a term of three years commenced on 3 July 2016. Mr. Chen is entitled to receive director’s emolument of HK\$456,000 per annum, which is determined with reference to his duties, responsibilities and experience.

As at the Latest Practicable Date, Mr. Chen owns 149,455,740 Shares, representing approximately 8.38% of the totally issued shares of the Company through Flourish Zone Limited which is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Chen. If up to 110,000,000 Placing Shares are successfully placed before the Annual General Meeting, the interest of Mr. Chen Yin will be diluted to no less than approximately 7.90% of the totally issued shares of the Company.

Saved as the above, Mr. Chen does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders. Nor is there any information regarding Mr. Chen required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(ii) Mr. LAM Tin Faat (Age 43)

Independent non-executive Director

Mr. LAM Tin Faat (“**Mr. Lam**”) holds a bachelor degree of business administration from The Chinese University of Hong Kong. He has more than 10 years of experience in financial audit, accounting and financial management. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Certified Accountants in the United Kingdom and a member of the Institute of Chartered Accountants in England and Wales. Mr. Lam is also the sole proprietor of TF Lam & Company, a CPA practice in Hong Kong, and a director of Top Team Secretary Limited.

Mr. Lam is an independent non-executive Director, and also the chairman of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. The Company had entered into a letter of appointment with Mr. Lam for an initial fixed term of one year which commenced on 3 July 2012 and automatically renewable for successive terms of one year subject to retirement by rotation and re-election at annual general meetings of the Company and in accordance with the Bye-laws of the Company. Mr. Lam is entitled to receive a director’s emolument of HK\$180,000 per annum, which is determined with reference to his duties, responsibilities and experience.

APPENDIX II DETAILS OF THE DIRECTORS WHO ARE PROPOSED TO BE RE-ELECTED AT ANNUAL GENERAL MEETING

Mr. Lam has been an independent non-executive director of Tenwow International Holdings Ltd. (Stock Code 01219) since 26 November 2018 and Centron Telecom Intl Holdings Ltd. (Stock Code 01155) since 20 April 2018 respectively.

So far as the Directors are aware as at the Latest Practicable Date, Mr. Lam does not have, and is not deemed to have any interests in the Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Lam does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Mr. Lam has not held any other directorships in any listed companies in the past three years.

Save as disclosed above, there are no other matters concerning Mr. Lam that need to be brought to the attention of the Shareholders, nor is there any information regarding Mr. Lam that is required to be disclosed pursuant to Rules 17.50(2) (h) to (v) of the GEM Listing Rules.

(iii) Ms. ZHAO Xiaxia (Age 43)

Independent non-executive Director

Ms. Zhao Xiaxia (“**Ms. Zhao**”) obtained a college diploma of history education in Qingdao University (青島大學) in 2000. She has been serving as the assistant to the chairman and deputy general manager of a PRC jewellery company for several years, principally being responsible for executive, management, and coordination work. Ms. Zhao has ample experience in marketing, exhibition and operation of jewellery bands.

Ms. Zhao was appointed as an independent non-executive Director on 9 July 2018 and also a member of the Audit Committee of the Company. The Company had entered into a letter of appointment with Ms. Zhao for an initial fixed term of one year which commenced on 9 July 2018 and automatically renewable for successive terms of one year subject to retirement by rotation and re-election at annual general meetings of the Company and in accordance with the Bye-laws of the Company. Ms. Zhao is entitled to receive a director’s emolument of HK\$120,000 per annum, which is determined with reference to her duties, responsibilities and experience.

NOTICE OF ANNUAL GENERAL MEETING



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

(formerly known as Hong Kong Jewellery Holding Limited)

(Incorporated in Bermuda with limited liability)

(Stock Code: 8048)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Annual General Meeting”) of Yu Tak International Holdings Limited (the “Company”) will be held at 55/F, Shun Hing Square, No. 5002, East Shennan Road, Luohu District, Shenzhen, P.R.C. on Tuesday, 28 May 2019, at 2:00 p.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “Director(s)”) and the independent auditors for the year ended 31 December 2018;
2.
 - (a) to re-elect Mr. Chen Yin as an executive Director;
 - (b) to re-elect Mr. Lam Tin Faat as an independent non-executive Director; and
 - (c) to re-elect Ms. Zhao Xiaxia as an independent non-executive Director;
3. to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
4. to re-appoint the auditors of the Company and to authorise the Board to fix their remuneration;
5. by way of special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below and pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue or deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this ordinary resolution); or (ii) any share option scheme or similar arrangement of the Company 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 (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company (the “**Bye-Laws**”) in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which are convertible into shares of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this ordinary resolution; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing 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 the Bye-Laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable law to be held; and
- (iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrant, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of shares as at that date (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 or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“THAT:

- (a) the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all powers of the Company to purchase its own shares, subject to paragraph (b) below, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of shares of the Company which may be purchased by the Company on the GEM of the Stock Exchange or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing 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 the Bye-Laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable law to be held; and
 - (iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”
7. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“THAT the general mandate granted to the Directors of the Company pursuant to the resolution no. 5 above and for the time being in force to exercise the powers of the Company to allot, issue or deal with unissued shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power, be and is hereby extended by the aggregate nominal amount of shares in the share capital of the Company repurchased by the Company since the granting of such general mandate pursuant to

NOTICE OF ANNUAL GENERAL MEETING

the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.”

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

Hong Kong, 17 April 2019

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in Hong Kong:

7/F, Nan Fung Tower
88 Connaught Road Central
Hong Kong

Notes:

1. A form of proxy for use at the Annual General Meeting or any adjournment thereof is enclosed.
2. A member of the Company entitled to attend and vote at the Annual General Meeting 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 Annual General Meeting 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, Wanchai Hong Kong not less than 48 hours before the time for the holding of the Annual General Meeting 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 Annual General Meeting, if he/she/it so wishes.
4. In relation to the proposed ordinary resolution no. 5 above, approval is being sought from the members for the grant to the Directors of a general mandate to authorise the allotment and issue of shares pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited. The Directors have no immediate plans to issue any new securities of the Company pursuant to the said general mandate other than shares which may fall to be issued upon the exercise of any options granted under the share option scheme of the Company or any scrip dividend scheme.

NOTICE OF ANNUAL GENERAL MEETING

5. 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.
6. The register of members of the Company will be closed from 22 May 2019 to 28 May 2019 (both days inclusive), during which period no transfer of shares in the Company shall be registered. In order to qualify for the proposed Annual General Meeting, 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai Hong Kong, not later than 4:30 p.m. on 22 May 2019.
7. 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. Na Xin and Ms. Zhao Xiaxia.
8. A circular containing, inter alia, details of the proposed general mandate to issue and repurchase shares of the Company and the proposed repurchase mandate and information of the retiring Directors who are proposed to be re-elected at the Annual General Meeting, will be dispatched to the shareholders of the Company.
9. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
10. 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 Annual General Meeting, 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.