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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Crystal International Group Limited, you should at once hand this circular, together with 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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**晶苑國際集團有限公司\***  
**CRYSTAL INTERNATIONAL GROUP LIMITED**  
*(Incorporated in Bermuda with limited liability and registered by way of  
continuation in the Cayman Islands)*  
**(Stock code: 2232)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Crystal International Group Limited to be held at Function Room 2-3, 3/F, The Mira Hong Kong, Mira Place, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 15 June 2018 at 11:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.crystalgroup.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 13 June 2018) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

\* *For identification purpose only.*

# *References to time and dates in this circular are to Hong Kong time and dates.*

27 April 2018

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## DEFINITIONS

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*n 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 Function Room 2-3, 3/F, The Mira Hong Kong, Mira Place, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 15 June 2018 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company” or “our Company”	Crystal International Group Limited, a company incorporated in Bermuda with limited liability and registered by way of continuation in the Cayman Islands as an exempted Company, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”, “our Group”, or “our”	the Company and its subsidiaries
“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
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company at the date of the passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular
“Latest Practicable Date”	19 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

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## DEFINITIONS

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“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company at the date of the passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

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LETTER FROM THE BOARD

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晶苑國際集團有限公司<sup>\*</sup>  
CRYSTAL INTERNATIONAL GROUP LIMITED

*(Incorporated in Bermuda with limited liability and registered by way of  
continuation in the Cayman Islands)*

**(Stock code: 2232)**

*Executive Directors:*

Mr. LO Lok Fung Kenneth (*Chairman*)  
Mrs. LO CHOY Yuk Ching Yvonne  
Mr. LO Ching Leung Andrew  
Mr. WONG Chi Fai  
Mr. WONG Sing Wah

*Independent Non-executive Directors:*

Mr. GRIFFITHS Anthony Nigel Clifton  
Mr. TSE Man Bun Benny  
Mr. CHANG George Ka Ki  
Mr. MAK Wing Sum Alvin

*Registered Office:*

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

*Head Office:*

Crystal Industrial Building  
71 How Ming Street  
Kwun Tong  
Kowloon  
Hong Kong

*Principal Place of Business in Hong Kong:*

3/F, Crystal Industrial Building  
71 How Ming Street  
Kwun Tong  
Kowloon  
Hong Kong  
27 April 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

<sup>\*</sup> For identification purpose only.

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## **LETTER FROM THE BOARD**

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### **1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 15 June 2018.

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 16.18 of the Articles of Association, Mrs. Lo Choy Yuk Ching Yvonne, Mr. Wong Chi Fai and Mr. Tse Man Bun Benny shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

In order to give the Company the flexibility to repurchase Shares, if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular (i.e. a total of 285,282,200 Shares on the basis that the issued share capital of the Company (2,852,822,000 Shares) remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

In order to give the Company the flexibility to issue Shares, if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular (i.e. a total of 570,564,400 Shares on the basis that the issued share capital of the Company (2,852,822,000 Shares) remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular.

Pursuant to the Listing Rules and Article 13.5 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by a poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement of the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.crystalgroup.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 13 June 2018) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**LO Lok Fung Kenneth**  
*Chairman*

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## APPENDIX I     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) **Mrs. LO CHOY Yuk Ching Yvonne**

*Position and Experience*

Mrs. Lo Choy Yuk Ching Yvonne (“Mrs. Lo”), aged 73, is the vice Chairman of the Board and an executive Director. She co-founded the Group with Mr. Lo Lok Fung Kenneth in 1970. Mrs. Lo has been a Director of our Company since its establishment in January 1993. Since our establishment, Mrs. Lo has overseen the finance and administrative functions and has over 50 years of business management experience. Mrs. Lo was awarded an Honorary Fellowship by the Canadian Chartered Institute of Business Administration (CCIBA) and an Honorary Doctorate of Management by Lincoln University in September 2009. Mrs. Lo was also awarded Chinese Business Leader by the Asia College of Knowledge Management in 2016.

Apart from business management, Mrs. Lo has also devoted herself to charity and social work. She established the Yuk Ching Charity Trust (玉清慈善基金) (now known as The Incorporated Trustees of Yuk Ching Charity Trust), which aims to help the education of students by, among other things, providing financial support, and has been its donor and trustee since October 2004, and chairman since 2005. She has also been the honorary chairperson of The Hong Kong Federation of Women (香港各界婦女聯合協進會) since February 2017.

Save as disclosed above, Mrs. Lo has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Mrs. Lo has entered into a service agreement with the Company for an initial term of one year commencing from 6 October 2017, which will be automatically renewed for another twelve months unless terminated by either party giving to the other at least two months’ written notice expiring at the end of the initial term or any subsequent calendar month. She is also subject to retirement by rotation and is eligible for re-election at the annual general meeting in accordance with the Articles of Association.

*Relationships*

Mrs. Lo is the wife of Mr. Lo Lok Fung Kenneth, the Chairman and executive Director and mother of Mr. Lo Ching Leung Andrew, executive Director and chief executive officer, and Mr. Lo Howard Ching Ho, a senior vice president of the Group.

*Interests in Shares*

At the Latest Practicable Date, Mrs. Lo was interested in a total of 2,282,384,780 Shares pursuant to Part XV of the SFO, of which 2,282,273,280 are held by Crystal Group Limited (which is 50% beneficially owned by each of Mrs. Lo and her spouse Mr. Lo Lok Fung Kenneth) and 111,500 shares held by The Incorporated Trustees of Yuk Ching Charity Trust 玉清慈善基金受託人法團 (in which Mrs. Lo is a founder and chairman).

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## APPENDIX I     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### *Director's emoluments*

Under the terms of her service agreement, Mrs. Lo is entitled to a basic salary of approximately HK\$2,860,000 per annum inclusive of any sum receivable as director's fee or other remuneration from the Company with discretionary bonus as determined by the Board of the Company in respect of each complete financial year of the Company with reference to the Group's operating results. For the financial year ended 31 December 2017, Mrs. Lo received HK\$2,858,800 as director's emoluments. Such emoluments are determined by the Board.

### *Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is disclosable nor is Mrs. Lo involved in any of the matters to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mrs. Lo that need to be brought to the attention of the Shareholders.

### **(2) Mr. WONG Chi Fai**

#### *Position and Experience*

Mr. Wong Chi Fai ("Mr. Wong"), aged 58, has been an executive Director of the Group since March 1994 and is mainly responsible for overseeing the Group's innovation development and productivity enhancement, supporting corporate functions and setting up strategies and governance policy. He is a member of the Corporate Development Committee of the Company. Mr. Wong joined the Group in November 1982, serving as the senior officer of the denim division. He then served as overseas plant manager from 1986 to 1988 and general manager of denim division from 1988 to 1994. He was promoted to executive director of the Group in 1994 and was responsible for overseeing the lifestyle wear division till 2007 and denim division till 2015.

With over 30 years' experience in the apparel manufacturing industry, Mr. Wong currently has been a member of the board of The Hong Kong Research Institute of Textiles and Apparel Limited since September 2016. He was awarded Honorary Citizenship of Zhongshan City (中山市榮譽市民) in 2013 for his great contributions to the economic and social development of the city.

Save as disclosed above, Mr. Wong has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### *Length of service*

Mr. Wong has entered into a service agreement with the Company for an initial term of one year commencing from 6 October 2017, which will be automatically renewed for another twelve months

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## APPENDIX I     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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unless terminated by either party giving to the other at least two months' written notice expiring at the end of the initial term or any subsequent calendar month. He is also subject to retirement by rotation and is eligible for re-election at the annual general meeting in accordance with the Articles of Association.

### *Relationships*

Mr. Wong does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

### *Interests in Shares*

At the Latest Practicable Date, Mr. Wong was beneficially interested in 4,806,000 Shares pursuant to Part XV of the SFO.

### *Director's emoluments*

Under the terms of his service agreement, Mr. Wong is entitled to a basic salary of approximately HK\$4,569,000 per annum inclusive of any sum receivable as director's fee or other remuneration from the Company with discretionary bonus as determined by the Board of the Company in respect of each complete financial year of the Company with reference to the Group's operating results. For the financial year ended 31 December 2017, Mr. Wong received HK\$10,654,762 as director's emoluments. Such emoluments are determined by the Board.

### *Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is disclosable nor is Mr. Wong involved in any of the matters to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

### **(3) Mr. TSE Man Bun Benny**

#### *Position and Experience*

Mr. Tse Man Bun Benny ("Mr. Tse"), aged 75, was appointed as an independent non-executive Director in January 2005. He is a member of Audit Committee and Remuneration Committee of the Company. Mr. Tse has over 40 years' experience in the banking industry. He worked for The Hongkong and Shanghai Banking Corporation Limited, Hong Kong (HSBC) from 1968 until his retirement in 2002. During his service with HSBC, he held various key positions, including senior credit manager, district manager, managing director - Wayfoong Finance Limited and Wayfoong Credit Limited, area manager of Retail Banking, senior executive of Corporate and Institutional Banking and senior executive - Commercial Banking. After his retirement from HSBC, he served as a director and chief executive of Allied Banking Corporation (Hong Kong) Limited from April 2003 to October 2004. In

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## APPENDIX I     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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December 2004, he joined SEA Holdings Limited, a company engaged in property investment and development which is listed on the Stock Exchange (Stock Code: 0251), and served as an executive director until September 2007 when he was re-designated as a non-executive director until he resigned in May 2009.

Mr. Tse is currently also an independent non-executive director of HSBC Insurance (Asia) Limited (appointed in August 2003), HSBC Life (International) Limited (appointed in August 2007) and Hong Kong International Construction Investment Management Group Co., Limited (formerly known as Tysan Holdings Limited), a company engaged in foundation piling, property investment and development and is listed on the Stock Exchange (Stock Code: 0687) (appointed in September 2004). Since January 2006, he has served as an independent non-executive director of China Fishery Group Limited, which is listed on the Stock Exchange of Singapore (SGX: B0Z). According to the announcements published by China Fishery Group Limited, China Fishery Group Limited, together with its various non-Peruvian subsidiaries, have filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code, while a consensual restructuring of its key Peruvian subsidiaries is being pursued in a transparent and sustainable manner in Peru. A trustee has been appointed for one of its subsidiaries which has filed for the Chapter 11 relief. At the Latest Practicable Date, the plan of reorganization for the Chapter 11 proceedings is still on-going.

Save as disclosed above, Mr. Tse has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

### *Length of service*

Mr. Tse has a letter of appointment from the Company for a fixed term of one year commencing on 6 October 2017, which will be automatically renewed for another twelve months. He is subject to retirement by rotation and is eligible for re-election at the annual general meeting in accordance with the Articles of Association.

### *Relationships*

Mr. Tse does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

### *Interests in Shares*

At the Latest Practicable Date, Mr. Tse was not interested in any shares in the Company within the meaning of Part XV of the SFO.

### *Director's emoluments*

Under the terms of his letter of appointment, Mr. Tse is entitled to a director's fee of approximately HK\$390,000 per annum for holding his office as an independent non-executive Director. For the financial year ended 31 December 2017, Mr. Tse received HK\$256,666.67 as director's emoluments. Such emoluments are determined by the Board.

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**APPENDIX I     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is disclosable nor is Mr. Tse involved in any of the matters to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tse that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

### **1. SHARE CAPITAL**

At the Latest Practicable Date, the issued share capital of the Company comprised 2,852,822,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 2,852,822,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 285,282,200 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR THE SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF THE SHARE BUY-BACK**

The Company may only apply funds legally available for shares buy-back in accordance with its Memorandum and Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF THE SHARE BUY-BACK**

There might be a materially adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2017) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels that, in the opinion of the Directors, from time to time would be appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from 3 November 2017 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
November 2017	8.17	7.00
December 2017	7.84	7.00
January 2018	9.13	7.30
February 2018	8.50	7.35
March 2018	8.50	7.50
April 2018 ( <i>up to the Latest Practicable Date</i> )	9.07	7.80

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

**7. TAKEOVERS CODE**

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

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. SHARE BUY-BACK MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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晶苑國際集團有限公司<sup>\*</sup>  
CRYSTAL INTERNATIONAL GROUP LIMITED  
(Incorporated in Bermuda with limited liability and registered by way of  
continuation in the Cayman Islands)  
(Stock code: 2232)

Notice is hereby given that the Annual General Meeting of Crystal International Group Limited (the “**Company**”) will be held at Function Room 2-3, 3/F, The Mira Hong Kong, Mira Place, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 15 June 2018 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2017.
2. To declare a final dividend of HK\$0.123 per ordinary share for the year ended 31 December 2017.
- 3(a). To re-elect Mrs. Lo Choy Yuk Ching Yvonne as an executive director of the Company.
- 3(b). To re-elect Mr. Wong Chi Fai as an executive director of the Company.
- 3(c). To re-elect Mr. Tse Man Bun Benny as an independent non-executive director of the Company.
- 3(d). To authorize the board of directors to fix the respective directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of this resolution, and if any subsequent

<sup>\*</sup> For identification purpose only.

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## NOTICE OF ANNUAL GENERAL MEETING

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consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. To consider and, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme 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 articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company at the date of the passing of this resolution, and if any subsequent consolidation or subdivision

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## NOTICE OF ANNUAL GENERAL MEETING

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of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. To consider and, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of this resolution.”

By Order of the Board  
**LO Lok Fung Kenneth**  
*Chairman*

Hong Kong, 27 April 2018

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 11:00 a.m. on Wednesday, 13 June 2018) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, 12 June 2018 to Friday, 15 June 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates are lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 11 June 2018.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Friday, 22 June 2018 to Monday, 25 June 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates are lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 June 2018.
6. A circular containing further details concerning items 3, 5, 6 and 7 set out in the above notice will be sent to all shareholders of the Company together with the 2017 Annual Report.
7. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 9:00 a.m. on 15 June 2018, the above meeting will not be held on 15 June 2018 and announcement will be published as soon as practical.
8. References to time and dates in this notice are to Hong Kong time and dates.