

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Vision International Holdings 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

This circular, for which 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 GEM of The Stock Exchange of Hong Kong Limited 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.



Vision International Holdings Limited
威誠國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8107)

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

The notice convening the Annual General Meeting of Vision International Holdings Limited to be held at 7/F, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 3 May 2019 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to 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, 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 10:00 a.m. on Wednesday, 1 May 2019) 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.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of posting and on the website of the Company at www.vision-holdings.com.hk.

29 March 2019

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate small and mid-sized 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 risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Proposed Re-election of Directors	4
3. Proposed Granting of General Mandate to Repurchase Shares	4
4. Proposed Granting of General Mandate to Issue Shares	4
5. Annual General Meeting and Proxy Arrangement	5
6. Recommendation	5
Appendix I — Details of the Directors Proposed to be Re-elected at the Annual General Meeting	6
Appendix II — Explanatory Statement on the Share Repurchase Mandate	16
Notice of Annual General Meeting	19

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 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 3 May 2019 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Vision International Holdings Limited (威誠國際控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM as amended by the Stock Exchange from time to time
“Group”	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 as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	21 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Market Gala”	Market Gala Limited, a company incorporated in the British Virgin Islands on 10 March 2010 with limited liability, which is a wholly-owned subsidiary of the Company

DEFINITIONS

“Metro Vanguard”	Metro Vanguard Limited, a company incorporated in the British Virgin Islands on 28 November 2016 with limited liability, which is wholly owned by Mr. Ko Sin Yun
“Mr. Ko”	Mr. Ko Sin Yun (高銑印), the chairman of the Board, an executive Director and a controlling Shareholder
“Mr. Morris Ko”	Mr. Ko Man Ho (高文灝), the chief executive officer, an executive Director and the son of Mr. Ko
“Predecessor Companies Ordinance”	the Predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong), which was in force before 3 March 2014
“Repurchase 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 as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“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
“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
“Vision Garments”	Vision Garments Limited (威誠製衣有限公司), a company incorporated in Hong Kong on 17 March 2010 with limited liability, which is an indirect wholly-owned subsidiary of the Company
“%”	per cent

LETTER FROM THE BOARD



Vision International Holdings Limited
威誠國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8107)

Executive Directors:

Mr. Ko Sin Yun (*Chairman*)
Mr. Ko Man Ho
Mr. Cheng Ka Wing

Independent Non-executive Directors:

Mr. To King Yan, Adam
Mr. Kwok Chee Kin
Mr. Chan Kim Sun

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Headquarters and Principal Place of
Business in Hong Kong:*

3/F, China United Plaza
1002–1008 Tai Nan West Street
Cheung Sha Wan
Kowloon
Hong Kong

29 March 2019

To the Shareholders

Dear Sir/Madam,

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

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 3 May 2019.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 83(3) of the Articles of Association, all the Directors including Mr. Ko, Mr. Morris Ko, Mr. Cheng Ka Wing, Mr. To King Yan, Adam, Mr. Kwok Chee Kin and Mr. Chan Kim Sun shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

On 16 April 2018, a written resolution was passed by the then Shareholder to give a general mandate to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. 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 Repurchase 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 as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 100,000,000 Shares on the basis that the issued share capital of the Company 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 Repurchase Mandate.

An explanatory statement required by the GEM 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 Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

On 16 April 2018, a written resolution was passed by the then Shareholder to give a general mandate to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. 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 as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 200,000,000 Shares on the basis that the issued share capital of the Company 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 Repurchase 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.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 22 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM 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 (www.vision-holdings.com.hk). 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, 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. no later than 10:00 a.m. on Wednesday, 1 May 2019) 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 Repurchase Mandate and Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Mr. Ko Sin Yun
Chairman

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

(1) Mr. Ko Sin Yun

Mr. Ko Sin Yun (高銑印), aged 57, was appointed as an executive Director and the chairman of the Board on 19 January 2017 and 8 July 2017 respectively. He is the father of Mr. Morris Ko, an executive Director and the chief executive officer of the Company. Mr. Ko is primarily responsible for supervising the overall management, business development and strategic planning of the Group. He has been the director of Vision Garments and Market Gala since 22 March 2010 and 20 March 2010, respectively.

Mr. Ko has more than 20 years of managerial and entrepreneurial experience. He founded the Group in March 2010. Mr. Ko has been involved in the trading business in Hong Kong since 1998. He is the founder and a director of Silverise Electronic Limited (銀華電子有限公司), a company incorporated in Hong Kong in February 1988 and principally engaged in the trading of electronic components in Hong Kong. Mr. Ko is also the director of Azima International Company Limited (楠本國際有限公司), a private company in Hong Kong with its principal business activity being property investments. Mr. Ko also obtained a bachelor's degree of engineering in electronics engineering from Chung Yuan Christian University in Taiwan in June 1983.

Mr. Ko was a director of the following companies incorporated in Hong Kong with limited liability and were dissolved by way of (i) striking off by the Registrar of Companies of Hong Kong pursuant to section 291 of the Predecessor Companies Ordinance; or (ii) deregistration by the Registrar of Companies of Hong Kong pursuant to section 291AA of the Predecessor Companies Ordinance:

Name of company	Principal business activity prior to the cessation of its business	Date of dissolution	Means of dissolution	Reasons for dissolution
Best Union Multimedia Co., Limited (合群多媒體有限公司)	Marketing management	27 July 2001	Deregistration	Cessation of business
Chiu Yuen Vegetable Co., Limited (潮源菜枱有限公司)	Wholesale of vegetables	20 December 2002	Striking off	Cessation of business
Neon Power (Far East) Limited	Electronic products agency	23 April 2004	Striking off	Cessation of business

Mr. Ko confirmed that (i) each of the dissolved companies above was solvent immediately prior to its dissolution and had no outstanding claim or liabilities; (ii) there is no wrongful act on his part leading to the above dissolutions; and (iii) he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions.

Mr. Ko has entered into a service agreement with the Company on 16 April 2018 for an initial term of three years commencing on 4 May 2018 unless terminated by not less than one month's notice in writing served by either party on the other. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Ko is entitled to an annual salary of HK\$303,636 and such salary will be reviewed annually by the Board and the remuneration committee of the Company. Mr. Ko may be entitled to a bonus in respect of each financial year of the Company based on his performance in an amount to be determined by the Board in its absolute discretion.

As at the Latest Practicable Date, Metro Vanguard owns 750,000,000 Shares. As Metro Vanguard is wholly owned by Mr. Ko, he is deemed to be interested in the Shares held by Metro Vanguard within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ko (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Ko is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Ko involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(2) Mr. Ko Man Ho

Mr. Ko Man Ho (高文灝), aged 29, was appointed as an executive Director and the chief executive officer on 8 July 2017 and 1 January 2017, respectively. He is the son of Mr. Ko, an executive Director and the chairman of the Board of the Company. Mr. Morris Ko is primarily responsible for the overall management and administration of the business operation of the Group. He has been a director of Vision Garments since 15 May 2017.

Mr. Morris Ko joined Vision Garments as merchandiser in August 2010. In April 2014, Mr. Morris Ko's employment with Vision Garments was transferred to Meridian Industries Limited and he worked for Meridian Industries Limited as merchandiser. In view of the business needs of Vision Garments, Mr. Morris Ko had been designated by Meridian Industries Limited to work for Vision Garments exclusively and had been in charge of our sales and sourcing team from December 2014 until December 2016. Since January 2017, Mr. Morris Ko was again employed by Vision Garments and has acted as the chief executive officer.

Mr. Morris Ko graduated from Tung Wah Group of Hospitals Kap Yan Directors' College in Hong Kong in May 2007.

Mr. Morris Ko has entered into a service agreement with the Company on 16 April 2018 for an initial term of three years commencing on 4 May 2018 unless terminated by not less than one month's notice in writing served by either party on the other. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Morris Ko is entitled to an annual salary of HK\$696,000 and such salary will be reviewed annually by the Board and the remuneration committee of the Company. Mr. Morris Ko may be entitled to a bonus in respect of each financial year of the Company based on his performance in an amount to be determined by the Board in its absolute discretion.

As at the Latest Practicable Date, Mr. Morris Ko was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Morris Ko (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Morris Ko is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Morris Ko involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(3) Mr. Cheng Ka Wing (“Mr. Cheng”)

Mr. Cheng Ka Wing (鍾嘉榮), aged 37, was appointed as an executive Director on 8 July 2017. He is also the compliance officer of the Group. Mr. Cheng is primarily responsible for the supervision of the Group's financial reporting, financial planning, treasury and internal control. In January 2017, Mr. Cheng joined the Group as the chief financial officer of Vision Garments. He has been a director of Vision Garments since 1 June 2017.

Mr. Cheng has accumulated over 10 years of experience mainly in asset management, corporate finance and treasury management. Before joining the Group, Mr. Cheng worked at Standard Chartered Bank (Hong Kong) Limited from November 2006 to September 2007 as an analyst, at BNP Paribas Hong Kong Branch as an analyst from October 2007 to February 2013, at Meridian and Wisewing Business Centre Limited from August 2013 to September 2014 as chief investment officer, and at New Rise Construction Engineering Limited from October 2014 to December 2016 as financial controller.

Mr. Cheng graduated from The University of Hong Kong with a bachelor's degree in social sciences in December 2003, and from the University of Durham with a master's degree in financial management in January 2006. He is a CFA® charterholder since September 2010.

Mr. Cheng has entered into a service agreement with the Company on 16 April 2018 for an initial term of three years commencing on 4 May 2018 unless terminated by not less than one month's notice in writing served by either party on the other. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in

accordance with the Articles of Association. Mr. Cheng is entitled to an annual salary of HK\$696,000 and such salary will be reviewed annually by the Board and the remuneration committee of the Company. Mr. Cheng may be entitled to a bonus in respect of each financial year of the Company based on his performance in an amount to be determined by the Board in its absolute discretion.

As at the Latest Practicable Date, Mr. Cheng was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cheng (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Cheng is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Cheng involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(4) Mr. To King Yan, Adam (“Mr. To”)

Mr. To King Yan, Adam (杜景仁), aged 59, was appointed as an independent non-executive Director on 16 April 2018. He is primarily responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. To worked at the Legal Department of Hong Kong (currently the Department of Justice of Hong Kong) as Assistant Crown Counsel from September 1984 to September 1986 and as Crown Counsel from September 1986 to February 1987. Mr. To joined K.B. Chau & Co., a firm of solicitors in Hong Kong, since February 1987 and is currently a partner of this firm with his practice focusing on conveyancing and litigation. Mr. To graduated from the University of London with a bachelor of laws degree in 1983. Mr. To has been a practising solicitor of the High Court of Hong Kong since 1986. In addition, he is also qualified to practise law in England and Wales and Australia, and is a China Appointed Attesting Officer. Since August 2009, Mr. To has been an independent non-executive director of Rykadan Capital Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2288). Mr. To was also an independent non-executive director of Shen You Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8377), from November 2017 to September 2018.

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

Mr. To was a director of the following companies incorporated in Hong Kong with limited liability and were dissolved by way of (i) striking off by the Registrar of Companies of Hong Kong pursuant to section 291 of the Predecessor Companies Ordinance; or (ii) deregistration by the Registrar of Companies of Hong Kong pursuant to section 291AA of the Predecessor Companies Ordinance or section 751 of the Companies Ordinance (as the case may be).

Name of company	Principal business activity prior to the cessation of its business	Date of dissolution	Means of dissolution	Reasons for dissolution
Alfacom Health Solutions (Hong Kong) Limited (香港國衛資訊科技有限公司)	Investment holding	2 June 2006	Deregistration	Cessation of business
Alfaquants Digital Solutions Limited	Investment holding	2 June 2006	Deregistration	Cessation of business
Anline Limited (安軒有限公司)	Investment holding	17 October 2008	Deregistration	Cessation of business
Central Aqua Exhibition Limited (中環水族坊有限公司)	Culturing and selling saltwater aquarium fish	24 October 2008	Deregistration	Cessation of business
Chinese Law (Hong Kong) Alumni Association Limited (中國法學(香港)同學會有限公司)	Social community	26 September 2003	Striking Off	Cessation of business
Daygain Enterprises Limited (日益企業有限公司)	Investment holding	15 February 2013	Deregistration	Cessation of business
Diamond Art International Limited (鑽倡國際有限公司)	Investment holding	21 November 2003	Deregistration	Cessation of business
Ever Silver Holdings Limited (詠裕集團有限公司)	Investment holding	30 September 2010	Deregistration	Cessation of business

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

Name of company	Principal business activity prior to the cessation of its business	Date of dissolution	Means of dissolution	Reasons for dissolution
Gand Grade Development Limited (嘉銳發展有限公司)	Investment holding	25 January 2008	Deregistration	Cessation of business
Ocean Charter Limited (海企有限公司)	Property holding	29 January 2016	Deregistration	Cessation of business
Power Creation Holdings Limited (展力集團有限公司)	Investment holding	21 February 2003	Striking off	Cessation of business
Rafa-El Traditional Chinese Medicine Company Limited (雷夫爾中國傳統醫藥有限公司)	Investment holding	5 April 2012	Striking off	Cessation of business
Rafael Aharoni & Son Co Limited (雷氏父子有限公司)	Investment holding	19 February 2016	Deregistration	Cessation of business
Rafael International Limited	Investment holding	24 May 2002	Striking Off	Cessation of business
Rafael International Trading Limited	Investment holding	9 February 2007	Deregistration	Cessation of business
Rafael International Trading Limited	Investment holding	7 November 2014	Deregistration	Cessation of business
Rafael Realty R & R Limited	Investment holding	29 October 2004	Deregistration	Cessation of business
Softnet Cyber Station Limited (微科數碼動力網站有限公司)	Investment holding	16 June 2006	Deregistration	Cessation of business
SSS Holdings Limited	Investment holding	7 October 2016	Deregistration	Cessation of business

Name of company	Principal business activity prior to the cessation of its business	Date of dissolution	Means of dissolution	Reasons for dissolution
Sun-Tech Edonline Company Limited (領域教育在線有限公司)	Investment holding	11 April 2003	Deregistration	Cessation of business
Sun-Tech Education (China) Limited (領域教育(中國)有限公司)	Investment holding	30 November 2007	Deregistration	Cessation of business
World Wide Tours & Travel Service Limited (環球觀光旅遊有限公司)	Investment holding	25 October 2013	Deregistration	Cessation of business
World Glory International Holdings Limited (偉豪國際集團有限公司)	Investment holding	6 January 2017	Deregistration	Cessation of business

Mr. To confirmed that (i) each of the dissolved companies above was solvent immediately prior to its dissolution and had no outstanding claim or liabilities; (ii) there was no wrongful act on his part leading to the above dissolutions; and (iii) he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions.

Mr. To has entered into a letter of appointment with the Company on 16 April 2018 for an initial term of three years commencing on 4 May 2018 unless terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. To is entitled to an annual salary of HK\$120,000. Save for the director's fee, Mr. To is not entitled to any other remuneration.

As at the Latest Practicable Date, Mr. To was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. To (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. To is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. To involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(5) Mr. Kwok Chee Kin (“Mr. Kwok”)

Mr. Kwok Chee Kin (郭志堅), aged 59, was appointed as an independent non-executive Director on 16 April 2018. He is primarily responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Kwok is a physiotherapist with more than thirty years’ experience. He worked as a physiotherapist at the Medical and Health Department of Hong Kong (currently the Department of Health of Hong Kong) from August 1982 to December 1985. From January 1987 to February 1994, he worked in Australia. He worked part-time or full time at various hospitals and clinics including Hampton Rehabilitation Hospital, Box Hill Hospital, Royal Children Hospital and Medical Center in Ford Motor Company, and established his own clinic, the Victoria Sports Spinal Physiotherapy and Acupuncture Clinics. In February 1994, he moved back to Hong Kong and established the ASA Physiotherapy Clinics. Mr. Kwok was also the team physiotherapist for various sports teams in Australia and in Hong Kong. He was invited to be the team physiotherapist for the Hong Kong Olympic Committee, at 1996 Summer Olympic Games. He was also a physiotherapist for the 12th Asian Games held in 1994, the 2nd East Asian Games held in 1997, the 13th Asian Games held in 1998 and the 3rd East Asian Games held in 2001. Mr. Kwok graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a professional diploma in physiotherapy in 1982, The Chinese University of Hong Kong with a master of sciences degree in 2006 and the Hong Kong Baptist University with a bachelor of Chinese medicine degree in 2008. He is currently a registered physiotherapist and a registered Chinese medicine practitioner.

Mr. Kwok was a director of the following company which was incorporated in Hong Kong with limited liability and was dissolved by way of striking off by the Registrar of Companies of Hong Kong pursuant to section 291 of the Predecessor Companies Ordinance.

Name of company	Principal business activity prior to the cessation of its business	Date of dissolution	Means of dissolution	Reasons for dissolution
Manner Management Consultants Limited (萬年管理顧問有限公司)	Physiotherapy	21 March 2003	Striking Off	Cessation of business

Mr. Kwok confirmed that (i) the dissolved company above was solvent immediately prior to the dissolution and had no outstanding claim or liabilities; (ii) there was no wrongful act on his part leading to the above dissolutions; and (iii) he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions.

Mr. Kwok has entered into a letter of appointment with the Company on 16 April 2018 for an initial term of three years commencing on 4 May 2018 unless terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Kwok is entitled to an annual salary of HK\$120,000. Save for the director's fee, Mr. Kwok is not entitled to any other remuneration.

As at the Latest Practicable Date, Mr. Kwok was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Kwok (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Kwok is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Kwok involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(6) Mr. Chan Kim Sun (“Mr. Chan”)

Mr. Chan Kim Sun (陳劍樂), aged 37, was appointed as an independent non-executive Director on 16 April 2018. He is primarily responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

From October 2004 to 2010, Mr. Chan joined HLB Hodgson Impey Cheng Limited, an established firm of certified public accountants as an accountant before being promoted as audit manager in April 2008. From August 2011 to September 2014, Mr. Chan served as finance controller and from September 2012 to September 2014 as company secretary of China Infrastructure Investment Limited, a company primarily engaged in properties investment, sale of natural gas as well as investment holding, and the shares of which are listed on the Stock Exchange (stock code: 600). Mr. Chan is currently a non-practising member of the Hong Kong Institute of Certified Public Accountants and is a fellow of the Association of Chartered Certified Accountants. Mr. Chan graduated from The Hong Kong University of Science and Technology with a bachelor's degree in business administration majoring in accounting and finance in November 2003. Since December 2015, Mr. Chan has been an independent non-executive director of Virscend Education Company Limited, the shares of which are listed on the Stock Exchange (stock code: 1565).

Mr. Chan has entered into a letter of appointment with the Company on 16 April 2018 for an initial term of three years commencing on 4 May 2018 unless terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Chan is entitled to an annual salary of HK\$120,000. Save for the director's fee, Mr. Chan is not entitled to any other remuneration.

As at the Latest Practicable Date, Mr. Chan was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Chan is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The following is an explanatory statement required by the GEM 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 Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 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 Repurchase 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 1,000,000,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 100,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares 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 repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

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 accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend 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 Company or the gearing levels which in the opinion of the Directors are from time to time 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 4 May 2018 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
May 2018	0.510	0.135
June 2018	0.216	0.120
July 2018	0.143	0.116
August 2018	0.119	0.085
September 2018	0.155	0.080
October 2018	0.100	0.071
November 2018	0.114	0.074
December 2018	0.105	0.081
January 2019	0.108	0.080
February 2019	0.090	0.067
March 2019 (<i>up to the Latest Practicable Date</i>)	0.110	0.081

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 GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM 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 Repurchase 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 Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase 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 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Metro Vanguard owns 750,000,000 Shares being 75% of the issued shares of the Company. As Metro Vanguard is wholly owned by Mr. Ko, he is deemed to be interested in the Shares held by Metro Vanguard within the meaning of Part XV of the SFO.

The exercise of the Repurchase Mandate will not give rise to an obligation of Mr. Ko to make a mandatory offer under the Takeovers Code.

The Directors do not purpose or intend to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public being reduced to less than 25% of the total issued Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

NOTICE OF ANNUAL GENERAL MEETING



Vision International Holdings Limited

威誠國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8107)

Notice is hereby given that the annual general meeting of Vision International Holdings Limited (the “**Company**”) will be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 3 May 2019 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2018.
2. To declare a final dividend of HK\$0.013 per share for the year ended 31 December 2018.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (i) To re-elect Mr. Ko Sin Yun as an executive director of the Company.
 - (ii) To re-elect Mr. Ko Man Ho as an executive director of the Company.
 - (iii) To re-elect Mr. Cheng Ka Wing as an executive director of the Company.
 - (iv) To re-elect Mr. To King Yan, Adam as an independent non-executive director of the Company.
 - (v) To re-elect Mr. Kwok Chee Kin as an independent non-executive director of the Company.
 - (vi) To re-elect Mr. Chan Kim Sun as an independent non-executive director of the Company.
 - (vii) To authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, 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 as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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 amendments, 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 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 during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) 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);

NOTICE OF ANNUAL GENERAL MEETING

- (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 as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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.

“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 amendments, 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 resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total

NOTICE OF ANNUAL GENERAL MEETING

number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
Mr. Ko Sin Yun
Chairman and Executive Director

Hong Kong, 29 March 2019

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM 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 GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Wednesday, 1 May 2019) or the adjourned meeting (as the case may be). Completion and return 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 meeting, the Register of Members of the Company will be closed from Monday, 29 April 2019 to Friday, 3 May 2019, 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 must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 26 April 2019.
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 Thursday, 9 May 2019 to Friday, 10 May 2019, 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 must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 8 May 2019.
6. References to time and dates in this notice are to Hong Kong time and dates.