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PT INTERNATIONAL DEVELOPMENT CORPORATION LIMITED

保 德 國 際 發 展 企 業 有 限 公 司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 372)

**RETIREMENT OF AN EXECUTIVE DIRECTOR
AND WITHDRAWAL OF ORDINARY RESOLUTION NO. 2(b) AT THE
ANNUAL GENERAL MEETING TO BE HELD ON 5 AUGUST 2022**

RETIREMENT OF AN EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of PT International Development Corporation Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) hereby announces that Ms. Xu Wei (“**Ms. Xu**”) will retire from office upon the conclusion of the Company’s annual general meeting to be held at Room 1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 5 August 2022 at 10:30 a.m. (the “**AGM**”).

Despite the Company receiving the written consent letter dated 27 June 2022 from Ms. Xu to the Board stating that she consented to being re-elected as an executive Director at the AGM, following the despatch of the AGM circular (the “**Circular**”) on 14 July 2022, the Company then received from Ms. Xu (i) an email (the “**Email**”) on 14 July 2022 that she will not offer herself for re-election; and (ii) a signed letter (the “**Letter**”) on 18 July 2022 indicating that she will retire voluntarily from the office of executive Director with effect from the conclusion of the AGM or any adjournment thereof. The Letter sets out, that she will not offer herself for re-election at the AGM as:

“I have discovered that my power as an executive Director had been deprived of and I am unable to exercise my Director’s powers mainly in the following aspects:

- (i) Despite my repeated requests and reasoning, I have so far been unable to obtain the written legal opinion from the Group’s legal advisers in the People’s Republic of China (the “**PRC**”) to make an independent and professional judgement as to whether the Company can operate as a going concern and therefore cannot agree with the audit opinion of the auditors.*

* For identification purposes only

- (ii) *I am unable to obtain the fund balance of the Company to make a reasonable judgement as to whether the Company can operate as a going concern.*
- (iii) *I am unable to obtain the up-to-date comprehensive organisational chart of the Group, so that I cannot ascertain the Group's development direction and legal liabilities.*
- (iv) *As a director of PT Finance Limited (“**PT Finance**”), a subsidiary of the Company, I requested the chief financial officer and the finance department to provide the company's [PT Finance's] statements for review when performing the report on the annual audit of the company's license on 11 July. However, I was rejected and the board of directors of PT Finance withdrew my director's powers, and thus I cannot be responsible for the authenticity of the company's information regarding the annual audit of such company's license#.”*

Ms. Xu indicated in the Letter that “I, as an executive director of a public company, could not legally and reasonably obtain relevant information, could not supervise the effective operation of the Board and the management, and have doubts about how to protect the interests of the investors#”.

Her disagreements with the Board as stated in the Letter are as follows:

- “(v) *I disagree with the handling of the board in relation to the amendments to the articles of association and the signatures of the directors of the subsidiary, Thousand Vantage Investment Limited (“**Thousand Vantage**”) and its subsidiary, Guang Ming [Guangxi Guangming Warehouse Storage Limited* (廣西廣明碼頭倉儲有限公司) (“**Guangming**)]. As a director of Thousand Vantage, I am of the view that the board specifically designating three directors appointed by the majority shareholder to sign on behalf of all the directors would cause the interests of minority shareholders not to be respected in substance, which is against the principle of fairness. In addition, despite the repeated requests of the minority shareholder, the company secretary failed to provide the notice, agenda and meeting minutes of the meeting in Chinese to the minority shareholder in a timely manner, which also does not respect the rights of the minority shareholder.*
- (vi) *I disagree with the resolution at the general meeting dated 7 July 2022 in relation to the transfer of the share [held by] of [sic] PT OBORT [PT OBOR Financial Holdings Limited (“**PT OBOR**”)] to HK Unit [HK United Investment Holdings Limited (“**HK United**)], a wholly-owned subsidiary, as the chairman of the board was unable to answer my questions at the board meeting regarding the purpose of the transaction. I did not agree to this transaction as I considered it to be detrimental to the interests of the Company as there was no benefit and there were transaction costs to be paid.*

(vii) *At the Board meeting (the “**Board Meeting**”) held on 29 June 2022, the Board resolved to conduct an investigation into my professional qualifications. I believe that the investigation is a waste of the money of the shareholders and the time of each Director and myself. At the same time, I feel that this public humiliation has caused great trouble and burden on my mental health and work. On 4 July, I sent emails to the Company’s independent non-executive Directors and related mailbox of the Company’s whistle-blower process, but the email address whistleblowing@ptcorp.com.hk was invalid and was shown as wasn’t found at Ptcorp.com.hk. I made a timely report to the company secretary and independent non-executive Directors on the invalidity of the mailbox and followed up with IT on 11 July. I resent the emails on 12 July.*

(viii) *I sent an email to Gary Yeung [Mr. Yeung Kim Ting (“**Mr. Yeung**”)], the chief financial officer of the Company, about HR questions, and some of which have not been responded to. I understand that I need to wait for Gary’s [Mr. Yeung’s] physical recovery before I can get a response.*

(ix) *I sent an email to Gary Yam [Mr. Yam Kwong Chun], an independent non-executive Director, and copied to all Directors at 12:00 p.m. on 14 July, stating very clearly that I will not stand for re-election. Jay, the Board secretary, issued a notice to all Directors at 1:24 p.m. on 14 July that the announcement had been uploaded.*

(x) *Preparation of Meeting Materials*

*I walked into the conference room at 4:19 p.m. on the day of the Board Meeting, which was when I received the folders and relevant information about the Board Meeting. The annual report (the “**2022 Annual Report**”) was being finalised at the last minute, and the status of the ERA, IA ESG circular was still under amendment and not yet available. There is insufficient time for me as a Director to comment. I believe that I should have a comprehensive understanding of the matters to be discussed at the Board meetings before I can participate in the discussion and make informed decisions.*

In the previous years, I received complete information and a timeline several days or at least two days before the meetings. Compared with this Board Meeting, I think it was previously done more clearly and with a plan.

(xi) *Communication*

*From the time that I entered the conference room until I needed to vote, there was little time for me to communicate with the Directors. I understood that the meetings of each of the nomination committee, the audit committee and the remuneration committee (the “**Remuneration Committee**”) of the Company were convened before my entry. However, I was not invited to attend any of them and I did not attend the presentation of Deloitte, the auditor [of the Company]. Therefore, I have no relevant information about what was discussed and what decisions were reached by the Board.*

(xii) Information Disclosure

As an executive Director, I expect to always receive complete and true information that is conducive to performing my duties as an executive Director to make professional judgement. For example:

The required bank deposit balance statements reported on a monthly or weekly basis of each group company [of the Group] which serves as a comprehensive understanding of the Company's cash flow. I hereby request Gary [Mr. Yeung] to authorise the finance department to provide me with the information I need. How is the Company's money spent? I have raised this request several times. The information is kept by the finance department, so why is it not available to me? I want to know the reason.

I would like to obtain the list of all the staff members of the Group, as well as the information regarding their positions, their résumés and remuneration details. Please will the human resources department provide them, as I heard employees' complaints about the Company.

(xiii) Corporate Development Strategy

In the past two years, the negative impact of the pandemic and the lockdowns have hit all sectors hard, and we all understand this situation, but our report should focus on more practical measures and constructive suggestions, with more concrete measures and less vague visions, and more problems and less results, so that investors can see the content in the report, which leaves a profound impact on the Board's composition.

Regarding the investment in the urban mining business in new energy in the United Kingdom, this is a good subject but may not be a good business. Was there a second opinion evaluation report when we invested in the first place? If so, can I please have it for reference? For example, I would like to have a report on the specific plan and budget of the project.

In addition, I would like to express my opinion frankly, which is not comprehensive but for reference only. Our business has several shortcomings. Firstly, our business is small in scale thus it may be difficult to obtain the support of low-interest loans from governments and financial institutions before maturity. Secondly, our initial investment is still very uncertain due to the uncertainties such as the increased interest rate in the United Kingdom and price inflation. Thirdly, the main point is that our management has no experience in this area and this is the reason why many of our investment projects have failed. The money comes easily, but we do not have a competent team to allocate the resources properly. In our annual report, we have to avoid bragging, otherwise it will become a joke again after we have arrived at our results. Fourthly, we do not have funds to invest at present. This is the reason why I would like to check our bank deposits so that I can to evaluate the sustainability of this project.

(xiv) *Communication with Directors and Independence of Directors*

In addition to ensuring that all Directors give proper and sufficient opinions in the annual report, the independence of Directors is also demonstrated by not being influenced in their judgement, not following blindly, and maintaining a skeptical attitude towards problems. We shall allow different voices to speak up and create a good meeting atmosphere and information exchange platform.

(xv) *Corporate Governance Issues*

I believe that our Company has many ESG issues, including employee relations, having staff complaints about smoking in the office and the work environment. For example, we have relocated to a new office at the end of May, but the renovation has not completed yet, resulting in a poor environment. Employee safety and fire accidents are great hidden dangers. We should allow our staff to work from home before the renovation is completed, please will the human resources department consider it.

Another example is that I would like to know why we moved our office premises 3 times in five years? How much did the renovations cost? Are there any budget reports? Who is responsible for and approved it?

I did not receive the access password for entry to the Company's office premises until 6 July. I had to wait for the amin [administrative] personnel to open the door for me for the past two months. What is the reason for this arrangement? Why can't the password be known to me and other employees?

(xvi) *Corporate Risk Management*

Our relationship with other shareholders has become very strained, which is a great risk issue.

The Company is being sued and I understand in our annual report that we disclosed that we have obtained the PRC legal opinion and have temporarily classified the debt as both a current and non-current liability in the 2022 Annual Report. I would like to receive this PRC legal opinion.

Information management. I have repeatedly requested for information from Jay for the performance of my duties as a Director, such as the organisational chart. I have also, through the company secretary, requested for the PRC legal opinion mentioned above from Gary [Mr. Yeung] and Bede [Mr. Bede Pang, the head of legal of the Company], but I have not received it to date. Based on the duties and effectiveness of directors as mentioned by The Stock Exchange of Hong Kong Limited, the directors have the right to obtain information and documents from the management, especially on such material incidents. Such information is the assets of a company, not the assets of a particular department, and should be reasonably shared by the Directors. I would like to draw the attention of the legal department to this point.

(xvii) Employee Benefits and Directors' Remuneration

In terms of our staff salaries and the remuneration of individual Directors, would the Remuneration Committee please advise whether we have a relevant market report to use as reference to determine the remuneration of Directors?

(xviii) Corporate Culture

We communicate in English and Chinese. The pier business [of Guangming] became our main business direction after the completion of the acquisition last year. As the pier is located in the PRC and Chinese is its main communication tool, our management needs a certain level of Chinese reading and writing.

Even if we are based in Hong Kong, in order to integrate our Company into the Greater Bay Area of the PRC and maintain connections with the economy of the motherland, we shall value Chinese language and Chinese culture. This should be reflected in the communications with Shareholders, the communications between departments at all levels in the PRC as well as other aspects that require basic Chinese skills.

I now formally propose (as I did at the board meeting of TV [Thousand Vantage] several days before) that our company secretary should be equipped with written skills in Chinese so that emails and documents can be in both Chinese and English. Our Board secretary, Jay, has a heavy workload and we should consider engaging a Chinese secretary to assist her. I would like to advise Directors to consider it.

(xix) Directors' Qualification

At the meeting, did all other Directors agree to conduct an investigation into my professional qualifications raised by some of the Directors? I heard at the meeting that some of the Directors suspected that my academic and professional qualifications were bought? It is unacceptable to speak to me in such a way in public occasions[#].”

[#] *English translation of the Letter and Ms. Xu's Email referred to therein from Chinese and in the event of discrepancies, the Chinese version should prevail.*

[] *Words added to clarify the meaning herein.*

The remaining Directors, being Mr. Ching Man Chun, Louis, Mr. Yeung, Mr. Heinrich Grabner, Mr. Yam Kwong Chun, Mr. Wong Yee Shuen, Wilson and Mr. Lam Yik Tung (collectively, the “**Remaining Directors**”) strongly disagree with Ms. Xu’s reasons for her resignation and denies and avers to each of Ms. Xu’s disagreements in the same order as follows and consider that the following matters need to be brought to the attention of holders of securities of the Company:

- (i) The management of the Company had instructed the PRC legal advisers of the Group to contact Ms. Xu to explain the relevant PRC litigation and the PRC legal advice to Ms. Xu. The PRC legal advisers of the Group had previously attempted to contact Ms. Xu by telephone at her office three times in order to discuss the relevant PRC litigation and the PRC legal advice but to no avail. On the date of this announcement, the PRC legal advisers were finally able to contact Ms. Xu and explained the said PRC litigation and PRC legal advice to her.
- (ii) Ms. Xu had only requested for such information regarding the fund balance of the Company once, which at the time, was still under preparations by the Company.
- (iii) The Company has on previous occasions provided Ms. Xu with the organisational chart of the Group and the organisational chart relating to PT OBOR and HK United.
- (iv) The documents being referred to by Ms. Xu is the supplementary information sheet of PT Finance to which the contents had already been reviewed and signed off by the chief financial officer of the Group. PT Finance had no revenue and only had intra-group balances and a small amount of bank balance for the year ended 31 March 2021. Her request for such information is unreasonable as the financial information in the supplementary information sheet was extracted from the audited financial statements of PT Finance for the year ended 31 March 2021, which Ms. Xu had previously signed on the same in her capacity as director of PT Finance. At the time, Ms. Xu was only requested to return the company chop of PT Finance, and the Remaining Directors do not consider that requesting Ms. Xu to return the company chop of PT Finance is tantamount to withdrawing her director’s powers in PT Finance.

- (v) Ms. Xu, as a director of Thousand Vantage nominated by the Group, is supposed to protect the interest of the Group instead of the minority shareholder of Thousand Vantage. All three directors of Thousand Vantage authorised to handle the amendment of the articles of Guangming by a resolution passed at an extraordinary general meeting of Thousand Vantage were also directors of Guangming nominated by the Group. The Remaining Directors do not consider that authorising the three directors of Thousand Vantage nominated by the Group to handle the amendment of the articles of Guangming and the amendment of the articles of Guangming itself would be detrimental to any of the shareholders of Thousand Vantage. The minority shareholder has on many occasions sent English correspondence to the other directors of Thousand Vantage in the past. Before the acquisition of approximately 65% of the equity interest in Thousand Vantage and when the minority shareholder was the sole director and a shareholder of Thousand Vantage, most of the resolutions of Thousand Vantage signed by the minority shareholder were in English without Chinese translations. The Remaining Directors consider that full Chinese translation of all documents of Thousand Vantage provided to the minority shareholder would cause unnecessary burden on the Group and the request by the minority shareholder was unreasonable in the circumstances. Nevertheless, the representative of the corporate secretary of Thousand Vantage has already provided brief Chinese translations to the minority shareholder on various occasions after his request. The Remaining Directors are surprised by this accusation made by Ms. Xu as if she were a director of Thousand Vantage nominated by the minority shareholder.
- (vi) The Remaining Directors categorically deny Ms. Xu's disagreement regarding the transfer of the legal interest in one share of Thousand Vantage out of over 668 million shares held by PT OBOR from PT OBOR to HK United as her views are completely unfounded. The Company avers that a resolution was passed at a board meeting of Thousand Vantage to approve the transfer of 1 share of Thousand Vantage held by PT OBOR to HK United, for the purposes of satisfying the quorum requirement for an upcoming shareholders' meeting and future shareholders' meetings of Thousand Vantage and to avoid insufficient quorum in case the minority shareholder is not present. The costs of the transfer were immaterial. The Remaining Directors consider that the transfer is beneficial to the Group. Ms. Xu's accusation that such transfer is detrimental to the interests of the Company is completely unfounded.
- (vii) Despite Ms. Xu's accreditations as a fellow member of the Institute of Public Accountants in Australia, Ms. Xu appears to lack sufficient knowledge as to some elementary financial and accounting concepts as demonstrated by Ms. Xu's performance at the Board Meeting.

- (viii) Mr. Yeung is the chief financial officer of the Company and thus is not responsible for the human resources affairs of the Group. Furthermore, Ms. Xu's human resources queries addressed to Mr. Yeung was a request for information which concerns the privacy of relevant staff members of the Group. Mr. Yeung has already used his best endeavors to respond to Ms. Xu despite his ill-health. Ms. Xu did not explain the purpose of obtaining such personal information of the staff members of the Group.
- (ix) The Remaining Directors reiterate that Ms. Xu signed and delivered a written consent letter dated 27 June 2022 to the Board stating that she consented to being re-elected as an executive Director of the Company at the AGM, however she later sent the Email and the Letter on 14 July 2022 and 18 July 2022 respectively, indicating that she will not proceed to offer herself for re-election at the AGM. Her alleged sudden change of intention shortly after the despatch of the Circular has caused unnecessary disruption to the agenda of the AGM.
- (x) The Remaining Directors categorically deny Ms. Xu's disagreement that the Company failed to provide the necessary information for the Board Meeting in a timely manner. As expected during the publication of the audited financial results of a company after a financial year end, the Company was working under a tight time frame to finalise its 2022 Annual Report including the information of the new petrochemical storage and port and port-related services business in the PRC and the new metal recycling business in the United Kingdom which was to be published shortly thereafter in order to disseminate the financial information and other information of the Group to the shareholders (the "**Shareholders**") of the Company and potential investors as soon as possible and in a timely manner.
- (xi) Ms. Xu was not invited to attend the meetings of each of the audit committee of the Company, nomination committee of the Company and the Remuneration Committee by reason of her not being a member of such committees.
- (xii) The Remaining Directors reiterate the response in (viii) above. As to the list of all staff members of the Group, information regarding their positions, their résumés and remuneration details, Ms. Xu did not provide any relevant reason for obtaining such personal information of the staff members of the Group. There is a concern whether the confidential personal information of all the staff members of the Group, if obtained by Ms. Xu would be used for the original collection purpose in compliance with the relevant privacy laws and regulations,

- (xiii) The Remaining Directors categorically deny that the Group's urban mining business is not a viable project. The Group sees the urban mining business as a major source in the future of copper and aluminum supply with promising prospects. The Group has received subsidies in the United Kingdom in support of its urban mining business, and given the opportunities in this field the Group endeavours to leverage on such opportunities and strengthen its ESG efforts.
- (xiv) The Remaining Directors are of the view that the Company has always had a harmonious and collaborative working environment, and that the Directors have always been given opportunities to express their views and have their views heard and considered at meetings of the Board.
- (xv) The relocation of the office premises of the Company was undertaken to reduce the rental expenses of the Company. The Company has adopted work from home measures during the renovation period. Furthermore, for the safety of the Directors and staff members of the Company, the password for entry to the current office premises was provided to Ms. Xu in a timely manner after the renovation was close to completion.
- (xvi) The Remaining Directors reiterate the responses to (i), (ii) and (iii) above. The Company has always used its best endeavors to provide the Directors with the necessary information and documents in a timely manner.
- (xvii) The Remaining Directors do not consider that a market report which will incur further costs is the only effective way to assess the remuneration of the Directors and staff members.
- (xviii) The Remaining Directors reiterate that the official documentation of the Company, and especially Thousand Vantage, have always been delineated mainly in the English language. The Remaining Directors do not consider preparing full Chinese translation of all emails and documents of the Company would be cost effective and improve the efficiency of the Company.
- (xix) The Remaining Directors reiterate the response to (vii) above.

The Remaining Directors consider that the retirement of Ms. Xu at the conclusion of the AGM will not have any material adverse effect on the operations of the Company or the Group.

WITHDRAWAL OF ORDINARY RESOLUTION NO. 2(b) AT THE ANNUAL GENERAL MEETING TO BE HELD ON 5 AUGUST 2022

Reference is made to the Circular, the notice (the “**Notice**”) of the AGM and the proxy form (the “**Proxy Form**”) issued by the Company, all of which is dated 14 July 2022.

Due to the retirement of Ms. Xu, the ordinary resolution no. 2(b) in respect of the re-election of Ms. Xu as an executive Director as set out in the Notice and the Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

The Proxy Form(s) already lodged by the Shareholders remain valid except that no poll will be conducted or counted for ordinary resolution no. 2(b).

Shareholders are reminded to read the Notice, including its notes, for details in respect of other resolutions which will remain scheduled for consideration and approval at the AGM, eligibility for attending the AGM, proxy and other relevant matters.

By Order of the Board
PT International Development Corporation Limited
Ching Man Chun, Louis
Chairman and Managing Director

Hong Kong, 22 July 2022

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Ching Man Chun, Louis (Chairman and Managing Director), Ms. Xu Wei, Mr. Yeung Kim Ting and Mr. Heinrich Grabner; and three independent non-executive Directors, namely, Mr. Yam Kwong Chun, Mr. Wong Yee Shuen, Wilson and Mr. Lam Yik Tung.

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