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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**” or “**Meeting**”) of PT International Development Corporation Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) will be held at Room Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 27th November, 2023 at 10:30 a.m., for considering and, if thought fit, passing the following ordinary resolution with or without amendment:

Ordinary Resolution

1. “**THAT:**

- (a) the intended acceptance and subscription (the “**Acceptance and Subscription**”) by the Company for the entitlement of the Group to subscribe for up to 5,348,571,432 ordinary shares of Thousand Vantage Investment Limited (“**Thousand Vantage**”), a non-wholly owned subsidiary of the Company, under the proposed offer on the basis of eight (8) new ordinary shares of Thousand Vantage (the “**TV Offer Share(s)**”) for every one (1) existing ordinary share of Thousand Vantage held by the shareholders of Thousand Vantage on the record date at the subscription price of HK\$0.0062 for each TV Offer Share, payable in full on acceptance and on the terms and subject to the conditions of the offer letter (the “**TV Offer**”) and the transactions contemplated thereunder are hereby approved; and

* For identification purposes only

- (b) The board (“**Board**”) of directors of the Company (the “**Directors**”) be and is hereby generally and unconditionally authorised to do all such acts and things and execute all such documents as it considers necessary, expedient or desirable in connection with or to give effect to the Acceptance and Subscription, and to implement the transactions contemplated thereunder and all other matters incidental thereto and to agree to such variations, amendments or waivers of matters relating thereto as are, in the opinion of the Board, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 9 November 2023

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:
11th Floor
Centre Point
181-185 Gloucester Road
Wanchai, Hong Kong

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

Notes:

1. The above resolution will be put to the Meeting by way of poll. On voting by poll, each member of the Company shall have one vote for each share held in the Company.
2. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. On a poll, votes may be given either personally or by a duly authorised corporate representative or by proxy. A shareholder of the Company who is the holder of two or more shares of the Company (the “**Shares**”) may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder of the Company who is an individual or a shareholder of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the shareholder of the Company which he/she/it or they represent(s) as such shareholder of the Company could exercise.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. In case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary is proved, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts. The Board may, nevertheless, require such evidence as it shall deem necessary as to the due execution of the instrument of proxy and the due authorisation of the same.
4. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
5. Completion and return of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
6. Where there are joint registered holders of any Share, any one of such persons may vote, either in person or by proxy, in respect of the Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of senior who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the name stands in the register of members of the Company (the “**Register of Members**”) in respect of the joint holding.
7. In order to be eligible to attend and vote at the Meeting, all 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 and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 21st November, 2023. The Register of Members will be closed from Wednesday, 22nd November, 2023 to Monday, 27th November, 2023, both days inclusive.
8. In light of the continuing risks posed by COVID-19, the Company will implement precautionary measures at the SGM in the interests of the health and safety of Shareholders: (a) attendees are advised to maintain appropriate social distance with each other at all times when attending the SGM; (b) no refreshments will be served; and (c) no souvenirs or corporate gifts will be distributed to Shareholders attending the SGM venue in person.
9. Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the SGM and precautionary measures and may issue further announcement on such measures as appropriate.

10. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions” caused by a super typhoon announced by the Government is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the SGM, the SGM will be adjourned. The Company will post an announcement on the websites of the Company and Hong Kong Exchanges and Clearing Limited to notify shareholders of the date, time and place of the adjourned SGM.
11. The translation into Chinese language of this notice is for reference only. Unless otherwise stated, in case of any inconsistency, the English version shall prevail.