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Oshidori International Holdings Limited

(formerly known as Enerchina Holdings Limited)

威華達控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 622)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Oshidori International Holdings Limited (formerly known as Enerchina Holdings Limited) (the “Company”) will be held at The Mandarin House – Shop 202 & 203, Hotel VIC, 1 North Point Estate Lane, North Point, Hong Kong on Thursday, 6 June 2019 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditors of the Company for the year ended 31 December 2018;
2. To declare a final dividend for the year ended 31 December 2018.
3. (a) To re-elect the following retiring directors of the Company:
 - (i) Ms. Wong Wan Men Margaret;
 - (ii) Mr. Hung Cho Sing;
 - (iii) Mr. Chan Hak Kan; and

(b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 December 2019;
4. To re-appoint auditors of the Company and to authorise the board of directors of the Company to fix their remuneration; and

5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company, with or without modification:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK\$0.05 each in the share capital of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which the Directors are authorised to exercise the powers of the Company to repurchase pursuant to the approval in paragraph (a) of this resolution above shall not exceed 10% of the total number of issued Shares at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly;
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”;

(B) “**THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.05 each in the share capital of the Company (“**Shares**”) and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities of the Company or (iii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement of shares or rights to acquire Shares or (iv) an issue of Shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum of association and the bye-laws of the Company, shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of 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 bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares, or any class of shares of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate such other securities) as at that date (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”;

- (C) “**THAT** conditional upon the passing of resolutions Nos. 5(A) and 5(B) set out in the notice convening this meeting, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution No. 5(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the total number of issued Shares repurchased by the Company subsequent to the passing of the resolution No. 5(B), provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution).”; and

(D) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares of HK\$0.05 each (“**Shares**”) in the share capital of the Company (representing a maximum of 10% of the Shares in issue as at the date of passing of this resolution) which may be issued pursuant to the exercise of options granted under the Company’s share option scheme adopted on 17 May 2012 (the “**Share Option Scheme**”), the 10% limit on grant of options under the Share Option Scheme be and is hereby refreshed provided that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the Shares in issue as at the date of passing of this resolution (such number of Shares to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this resolution) (the “**Refreshed Mandate Limit**”); and any Director be and is hereby authorised to do such act and execute such document to effect the Refreshed Mandate Limit.”

6. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** subject to compliance with section 46(2) of the Companies Act 1981 of Bermuda (as amended) and with effect from the business day immediately following the day of passing of this resolutions (the “**Effective Date**”),

- (i) the entire amount/amount of HK\$5,739 million standing to the credit of the share premium account of the Company as at the Effective Date be reduced to nil and the credit arising therefrom be transferred to the contributed surplus account of the Company;
- (ii) the directors of the Company (the “**Directors**”) be and are hereby authorised to apply any credit balance in the contributed surplus account of the Company in any manner in accordance with applicable laws and the bye-laws of the Company (including but not limited to setting off against the accumulated losses of the Company); and

- (iii) the Directors be and are hereby authorised to do all things they consider necessary, expedient and appropriate to effect and implement the above matters.”

By Order of the Board
Oshidori International Holdings Limited
(formerly known as Enerchina Holdings Limited)
Chow Chi Wah Vincent
Managing Director and Company Secretary

Hong Kong, 24 April 2019

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

25th Floor
China United Centre
28 Marble Road
Hong Kong

Notes:

- (i) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member holding two or more shares of the in the Company may appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (iii) To be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queens Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting.
- (iv) In the case of joint holders of a share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

- (v) With reference to Resolutions 3(a)(i), 3(a)(ii) and 3(a)(iii) above, Ms. Wong Wan Men Margaret, Mr. Hung Cho Sing and Mr. Chan Hak Kan will retire and, being eligible, offer themselves for re-election at the said annual general meeting. Their particulars are set out in Appendix II of the circular to shareholders dated 24 April 2019.
- (vi) For determining the qualification as members of the Company to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 3 June 2019 to Thursday, 6 June 2019, both days inclusive, during which period no transfers of shares will be registered. In order to qualify as members to attend and vote at the meeting, investors are required to lodge all transfer documents accompanied by the relevant share certificates 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2019.
- (vii) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 13 June 2019 to Monday, 17 June 2019, both days inclusive, during which period no transfers of shares will be registered. In order to be eligible for the entitlement to the proposed final dividend, investors are required to lodge all transfer documents accompanied by the relevant share certificates 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 June 2019.
- (viii) As at the date of this notice, the executive Directors of the Company are Mr. Sam Nickolas David Hing Cheong (Chairman), Mr. Chow Chi Wah Vincent (Managing Director), Mr. Wong Yat Fai and Ms. Wong Wan Men Margaret; the independent non-executive Directors of the Company are Mr. Cheung Wing Ping, Mr. Hung Cho Sing and Mr. Chan Hak Kan.