
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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Ulferts International Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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歐化國際有限公司
Ulferts International Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1711)

(1) PROPOSED RE-ELECTION OF DIRECTORS
(2) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND BUY BACK SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at Tin Hau Showroom, Shop 2, G/F, Park Towers, 1 King's Road, Tin Hau, Hong Kong on Thursday, 16 August 2018 at 11:30 a.m. is set out on pages 16 to 20 of this circular.

Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar, Tricor Secretaries Limited, at Level 22, 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 of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or adjournment thereof (as the case may be) should you so wish.

17 July 2018

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Tin Hau Showroom, Shop 2, G/F, Park Towers, 1 King’s Road, Tin Hau, Hong Kong on Thursday, 16 August 2018 at 11:30 a.m., or where the context so admits, any adjournment thereof
“Articles of Association”	the Articles of Association of the Company as may be amended from time to time
“Board”	the board of Directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to enable them to buy back Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 4(B) of the Notice of the AGM
“Company”	Ulferts International Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company for the time being
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to extend the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM

DEFINITIONS

“Latest Practicable Date”	10 July 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	29 January 2018, the day on which the Shares of the Company are listed in the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange where is in force from time to time
“Notice of AGM”	the notice dated 17 July 2018 convening the AGM as set out on pages 16 to 20 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers as amended from time to time
“HK\$”	Hong Kong dollars
“%”	per cent.

LETTER FROM THE BOARD



歐化國際有限公司 Ulferts International Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1711)

Executive Directors:

Mr. Wong Chi Fai (*Chairman*)

Mr. Ng Koon Keung, Ricky

Ms. Mok Fung Lin, Ivy

Ms. Fan Man Seung, Vanessa

*Registered Office & Principal Place
of Business:*

Units 1905-07

19th Floor

Emperor Group Centre

288 Hennessy Road

Wanchai

Hong Kong

Independent Non-executive Directors:

Ms. Chan Yee Man

Mr. Chiu Kin Fai

Mr. Ng Hoi Yue

17 July 2018

To the Shareholders

Dear Sir/Madam,

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM and to give you the Notice of AGM. Resolutions to be proposed at the AGM include, inter alia: (i) the re-election of retiring Directors at the AGM; and (ii) the grant of each of the Issue Mandate, the Buy-back Mandate and the Extension Mandate.

RE-ELECTION OF DIRECTORS

Retirement and re-election of Directors

In accordance with the Articles of Association, all Directors shall retire at the AGM. All Directors, being eligible, offers themselves for re-election at the AGM.

Details of the Directors are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

LETTER FROM THE BOARD

Recommendations of the Nomination Committee

During the meeting held on 26 June 2018, the Nomination Committee of the Company, comprising a majority of Independent Non-executive Directors, considered that all the Directors continue to contribute to the Group effectively and are committed to their roles as Directors. Accordingly, as recommended by the Nomination Committee, the Board recommends the Shareholders to vote for the re-election of all of them as Directors at the AGM.

Nomination by Shareholders

Any Shareholder who wishes to nominate a person to stand for election as a Director at the AGM must lodge with the Company at its registered office in Hong Kong at Units 1905-07, 19th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong within the period from Monday, 23 July 2018 to Monday, 30 July 2018, both days inclusive (i) his/her written nomination of the candidate; (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director and consent to the publication of his/her personal data; and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules.

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

On 8 January 2018, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the then aggregate number of Shares in issue (“Previous Issue Mandate”);
- (ii) buy back up to 10% of the aggregate number of Shares in issue (“Previous Buy-back Mandate”); and
- (iii) extend the general mandate for issuing Shares under Previous Issue Mandate by an additional number representing such number of Shares bought back by the Company pursuant to the Previous Buy-back Mandate.

No Shares have been issued nor bought back pursuant to the above mandates. Such mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek approval from the Shareholders at the AGM to grant fresh general mandates to Directors.

LETTER FROM THE BOARD

At the Latest Practicable Date, there were 800,000,000 Shares in issue. At the AGM, ordinary resolutions will be proposed to grant the Directors:

- (A) the Issue Mandate to allot, issue and deal with the Shares of up to an aggregate of not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. of not exceeding 160,000,000 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the AGM date);
- (B) the Buy-back Mandate to buy back Shares of up to an aggregate of not exceeding 10% of the total number of issued Shares as at the date of passing such resolution; and
- (C) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares bought back under the Buy-back Mandate.

Such proposed resolutions are as set out in Resolutions 4(A), 4(B) and 4(C) in the Notice of AGM respectively.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Buy-back Resolution is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 16 to 20 of this circular. Resolutions in respect of the re-election of Directors, the Issue Mandate, the Buy-back Mandate and the Extension Mandate will be proposed at the AGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar, Tricor Secretaries Limited, at Level 22, 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 of the AGM or adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or adjournment thereof (as the case may be) should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on the Proposed ordinary resolutions at the AGM shall be taken by poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for the re-election of Directors, the Issue Mandate, the Buy-back Mandate and the Extension Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all relevant resolutions as set out at the AGM Notice.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Retiring Directors Proposed for Re-election) and Appendix II (Explanatory Statement on Buy-back Mandate) to this circular.

By order of the Board
Ulferts International Limited
Wong Chi Fai
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM.

Mr. Wong Chi Fai

Executive Director and Chairman

Mr. Wong Chi Fai, aged 62, an Executive Director of the Company and Chairman of the Board. Mr. Wong has been involved in the management of the Group since 1992. He is responsible for overseeing the financial management and advising on the business strategic planning and development of our Group. He is the Chairman of the Executive Committee and a member of the Remuneration Committee of the Company as well as a director of certain subsidiaries of the Company. He is also a director of four listed companies in Hong Kong, namely Emperor International Holdings Limited (Stock Code: 163) (“Emperor International”), Emperor Entertainment Hotel Limited (Stock Code: 296) (“Emperor E Hotel”), Emperor Watch & Jewellery Limited (Stock Code: 887) (“Emperor W&J”) and Emperor Culture Group Limited (Stock Code: 491) (“Emperor Culture Group”), all being associated companies of the Company. Having over 30 years of experience in finance and management experience, Mr. Wong has diversified experiences in different businesses ranging from wholesaling and retailing of furniture to manufacturing, property investment and development, hotel and hospitality, retailing of watch and jewellery, financial and securities services, artiste management, entertainment production and investment, media and publication as well as cinema development and operation. Mr. Wong is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Save as disclosed above, Mr. Wong did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The term of service of Mr. Wong is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Mr. Wong is entitled to receive a Director’s fee of HK\$150,000 per annum which was determined by the Board with reference to the market rate and the duties and responsibilities undertaken by him.

Mr. Wong confirmed that he does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, nor does he have other interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Wong.

Mr. Ng Koon Keung, Ricky*Executive Director and Chief Executive Officer*

Mr. Ng Koon Keung, Ricky, aged 49, an Executive Director of the Company and Chief Executive Officer of the Group. Mr. Ng joined the Group in January 2014 and is responsible for the overall management of the Group and planning the Group's business and strategies. He is a member of the Executive Committee as well as a director of certain subsidiaries of the Company. Mr. Ng has over 20 years' experience in retail, product planning, operations, marketing and business development and was employed by well-known retail brands in telecommunication and consumables goods and luxury accessories in Hong Kong. He joined TSL Jewellery (H.K.) Co. Ltd. in August 2009 as general manager (Hong Kong, Macau and Malaysia) and was Director of Sales and Business Development (HK and Overseas) when he left in January 2014. He was Assistant Vice President, Channel Marketing at PCCW Limited from October 2006 to March 2009. Mr. Ng holds a Bachelor of Business Administration awarded by Hong Kong Baptist College (now Hong Kong Baptist University). He also holds a Degree of Master of Management in Marketing Management and a Degree of Master of Business Administration awarded by Macquarie University, Sydney Australia. Mr. Ng did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The term of service of Mr. Ng is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Mr. Ng is entitled to receive a Director's fee of HK\$150,000 per annum as determined by the Board. The amount of emoluments paid to Mr. Ng for the financial year ended 31 March 2018 was set out in note 8 to the consolidated financial statements in the Company 2017/2018 Annual Report. The remuneration of Mr. Ng was determined with reference to the prevailing market conditions, the duties and responsibilities undertaken by him, his skill, knowledge and experience as well as his performance and contribution to the Group.

Mr. Ng confirmed that he does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, nor does he have other interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Ng.

Ms. Mok Fung Lin, Ivy*Executive Director and Chief Operating Officer*

Ms. Mok Fung Lin, Ivy, aged 53, an Executive Director of the Company and Chief Operating Officer of the Group. Ms. Mok joined the Group in July 2011 and is responsible for the business operational management and policy implementation in the Group. She is the Company Secretary of the Company and a member of the Executive Committee as well as a director of certain subsidiaries of the Company. Before joining our Group, Ms. Mok was a director of Emperor International and Emperor E Hotel from February 2000 to July 2011 and has accrued over 15 years' experience in corporate management and possesses experience in businesses including property investment and development, retailing, wholesaling, marketing and trading in Hong Kong. Ms. Mok was admitted as a solicitor in Hong Kong and the United Kingdom, and holds a Bachelor of Laws Degree awarded by The University of Hong Kong. She also holds a Degree of Master of Business Administration awarded by The Hong Kong University of Science and Technology. Ms. Mok did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The term of service of Ms. Mok is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Ms. Mok is entitled to receive a Director's fee of HK\$150,000 per annum as determined by the Board. The amount of emoluments paid to Ms. Mok for the financial year ended 31 March 2018 was set out in note 8 to the consolidated financial statements in the Company 2017/2018 Annual Report. The remuneration of Ms. Mok was determined with reference to the prevailing market conditions, the duties and responsibilities undertaken by her, her skill, knowledge and experience as well as her performance and contribution to the Group.

Ms. Mok confirmed that she does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, nor does she have other interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Mok.

Ms. Fan Man Seung, Vanessa*Executive Director*

Ms. Fan Man Seung, Vanessa, aged 55, an Executive Director of the Company. Ms. Fan has been involved in the management of the Group since July 1992. She is responsible for overseeing the overall corporate and advising on the business strategy of the Group. She is the Chairperson of the Corporate Governance Committee, a member of the Nomination Committee and the Executive Committee of the Company as well as a director of certain subsidiaries of the Company. Ms. Fan is also a director of Emperor International, Emperor E Hotel, Emperor W&J and Emperor Culture Group. Having over 29 years of corporate management experience, Ms. Fan possesses diversified experience in different businesses ranging from wholesaling and retailing of furniture to property investment and development, hotel and hospitality, retailing of watch and jewellery, financial and securities services, artiste management, entertainment production and investment, media and publication as well as cinema development and operation. Ms. Fan is a lawyer by profession in Hong Kong and a qualified accountant, and holds a Master's Degree in Business Administration. Save as disclosed above, Ms. Fan did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or oversea in the last three years.

The term of service of Ms. Fan is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Ms. Fan is entitled to receive a Director's fee of HK\$150,000 per annum which was determined by the Board with reference to the market rate and the duties and responsibilities undertaken by her.

Ms. Fan confirmed that she does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, nor does she have other interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Fan.

Ms. Chan Yee Man*Independent Non-executive Director*

Ms. Chan Yee Man, aged 44, was appointed as Independent Non-executive Director of the Company in January 2018. She is the Chairperson of the Audit Committee as well as a member of the Remuneration Committee and Nomination Committee of the Company. Ms. Chan has been practising as a Certified Public Accountant in Hong Kong and has over 25 years of experience in the accounting profession. She holds a Bachelor of Accounting Degree awarded by The University of Hong Kong and a Master of Corporate Finance Degree awarded by The Hong Kong Polytechnic University. Ms. Chan is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and an associate member of The Taxation Institute of Hong Kong. Ms. Chan did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The term of service of Ms. Chan is subject to retirement by rotation at least once every 3 years at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules. Ms. Chan is entitled to receive a Director's fee of HK\$180,000 per annum which was determined by the Board with reference to the market rate and the duties and responsibilities undertaken by her.

Ms. Chan confirmed that she does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, nor does she have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Chan.

Mr. Chiu Kin Fai*Independent Non-executive Director*

Mr. Chiu Kin Fai, aged 44, was appointed as Independent Non-executive Director of the Company in January 2018. He is the Chairman of the Nomination Committee as well as a member of the Audit Committee and Corporate Governance Committee of the Company. Mr. Chiu is a partner of a solicitors firm, T.H. Koo & Associates. He was admitted as a solicitor in Hong Kong and holds a Bachelor of Laws Degree awarded by The University of Hong Kong. Mr. Chiu did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The term of service of Mr. Chiu is subject to retirement by rotation at least once every 3 years at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules. Mr. Chiu is entitled to receive a Director's fee of HK\$180,000 per annum which was determined by the Board with reference to the market rate and the duties and responsibilities undertaken by him.

Mr. Chiu confirmed that he does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Chiu.

Mr. Ng Hoi Yue

Independent Non-executive Director

Mr. Ng Hoi Yue, aged 54, was appointed as Independent Non-executive Director of the Company in January 2018. He is the Chairman of the Remuneration Committee as well as a member of the Audit Committee and Corporate Governance Committee of the Company. Mr. Ng is currently an executive director and Deputy Chief Executive Officer of Asian Citrus Holdings Limited (Stock Code: 73) and an independent non-executive director of Emperor Culture Group and Imperial Pacific International Holdings Limited (Stock Code: 1076), all are listed companies in Hong Kong. He has been practising as a Certified Public Accountant in Hong Kong since 1989. Mr. Ng is a fellow member of The Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in England. Save as disclosed above, Mr. Ng did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The term of service of Mr. Ng is subject to retirement by rotation at least once every 3 years at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules. Mr. Ng is entitled to receive a Director's fee of HK\$180,000 per annum which was determined by the Board with reference to the market rate and the duties and responsibilities undertaken by him.

Mr. Ng confirmed that he does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Ng.

EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 800,000,000 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 80,000,000 Shares (representing 10% of total number of issued Shares) during the period from the date of the AGM up to:

- (i) the conclusion of next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or
- (iii) the revocation or variation of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company,

whichever occurs first.

REASONS FOR THE BUY-BACK OF SECURITIES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per Share. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

FUNDING OF BUY-BACK

Any buy-back will only be funded out of funds of the Company legally available for the purposes in accordance with its Articles of Association and the applicable laws of Hong Kong. The Company will not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts contained in the annual report of the Company for the year ended 31 March 2018) in the event that the proposed Buy-back Mandate, if so approved, were to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels, which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

SHARE PRICE

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous months since the Listing Date to the Latest Practicable Date were as follows:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
January (since the date of listing on 29 January 2018)	1.66	1.07
February	1.3	0.75
March	0.92	0.66
April	0.68	0.425
May	0.62	0.425
June	0.55	0.415
July (up to and including the Latest Practicable Date)	0.425	0.39

BUY-BACK OF SHARES MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

UNDERTAKING / INTENTION

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-back of Shares pursuant to the proposed Buy-back Mandate in accordance with the Listing Rules and all applicable laws of Hong Kong.

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

No core connected persons (as defined in Listing Rules) of the Company has notified the Company of a present intention to sell any Shares to the Company or undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

EFFECT OF TAKEOVERS CODE

If as a result of a share buy-back by the Company, 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 purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Ulferts International Group Holdings Limited ("Ulferts Holdings") directly held 600,000,000 Shares in the Company, representing approximately 75% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares which was proposed to be granted pursuant to the Buy-back Resolution, then (assuming such shareholding as at the Latest Practicable Date otherwise remain the same), the shareholding of Ulferts Holdings in the Company would be increased to approximately 83.33% of the total number of issued Shares. The Directors consider that such an increase would not give rise to an obligation on the part of Ulferts Holdings to make a mandatory offer under the Takeovers Code but would reduce the percentage of Shares held by the public to below the prescribed minimum percentage of 25% as required by the Listing Rules.

The Directors have no present intention to exercise the Buy-back Mandate to the extent that would result in the number of Shares in public hands fall below the prescribed minimum percentage of 25% of the total number of issued Shares.

NOTICE OF ANNUAL GENERAL MEETING



歐化國際有限公司 Ulferts International Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1711)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Ulferts International Limited (the “Company”) will be held at Tin Hau Showroom, Shop 2, G/F, Park Towers, 1 King’s Road, Tin Hau, Hong Kong on Thursday, 16 August 2018 at 11:30 a.m. for the following purposes:

1. To consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31 March 2018 together with the reports of the directors and independent auditor (“Auditor”) thereon.
2.
 - (A) To re-elect Mr. Wong Chi Fai as Director.
 - (B) To re-elect Mr. Ng Koon Keung, Ricky as Director.
 - (C) To re-elect Ms. Mok Fung Lin, Ivy as Director.
 - (D) To re-elect Ms. Fan Man Seung, Vanessa as Director.
 - (E) To re-elect Ms. Chan Yee Man as Director.
 - (F) To re-elect Mr. Chiu Kin Fai as Director.
 - (G) To re-elect Mr. Ng Hoi Yue as Director.
 - (H) To authorize the Board of Directors of the Company (“Board” or “Directors”) to fix the Directors’ remuneration.
3. To re-appoint Ernst & Young as Auditor and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) **“THAT**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot and issue additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub- paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the total number of issued shares of the Company on the date of this resolution and this approval shall be limited accordingly; and
- (iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) 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 (“Articles of Association”) or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholder of the Company (the “Shareholder”) in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (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 recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

(B) **“THAT**

- (i) subject to sub-paragraph (ii) of this resolution below, the exercise by the Directors during the Relevant Period of all the powers of the Company to buy back issued shares of the Company, subject to and in accordance with all applicable laws and the Articles of Association, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company which may be bought back by the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Code on Share Buy-backs pursuant to paragraph (i) of this resolution shall not exceed 10% of the total number of issued shares of the Company as at the date of this resolution and the authority shall be limited accordingly; and
- (iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon resolution nos. 4(A) and 4(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 4(B) above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 4(A) above, provided that such extended number of shares shall not exceed 10% of the total number of issued Shares as at the date of passing resolution no. 4(B).”

By order of the Board
Ulferts International Limited
Mok Fung Lin, Ivy
Company Secretary

Hong Kong, 17 July 2018

Registered Office and Principal Place of business:
Units 1905-07
19th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

Notes:

- (i) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (ii) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company's Share Registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong ("Share Registrar") together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the 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 holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.

NOTICE OF ANNUAL GENERAL MEETING

- (iv) In order to ascertain shareholders' right to attend and vote at the AGM. The last registration date is as follows:
- | | |
|------------------------------------------------------------------|--------------------------------------|
| Latest time to lodge transfer documents with the Share Registrar | 4:30 p.m. on 10 August 2018 (Friday) |
|------------------------------------------------------------------|--------------------------------------|
- (v) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting.
- (vi) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the meeting. Where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.
- (vii) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:30 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company's website (<http://www.ulfertsintl.com>) to notify shareholders of the date, time and place of the rescheduled meeting.