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PORTICO INTERNATIONAL HOLDINGS LTD

Portico International Holdings Limited

寶國國際控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 0589)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Portico International Holdings Limited (“PIHL”) will be held at Dorsett Wanchai, Hong Kong at 387–397 Queen’s Road East, Wan Chai, Hong Kong on Friday, 27 July 2018, at 4:30 p.m. (or as soon thereafter as the Court Meeting (as defined in the scheme of arrangement hereinafter mentioned) convened for the same day and place shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolution as a special resolution:

SPECIAL RESOLUTION

“THAT:

- (A) the proposed scheme of arrangement (the “Scheme”) between PIHL and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved by the Supreme Court of Bermuda, be and is hereby approved;
- (B) for the purposes of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
 - (i) the issued share capital of PIHL shall be reduced by cancelling and extinguishing the Scheme Shares (the “Capital Reduction”);
 - (ii) subject to and forthwith upon the Capital Reduction taking effect, the issued share capital of PIHL shall be increased to its former amount by the allotment and issuance to Bluestone Global Holdings Limited (the “Offeror”) of such number of new Shares (as defined in the Scheme) as is equal to the number of Scheme Shares cancelled and extinguished as aforesaid;

* *For identification purpose only*

- (iii) PIHL shall apply the credit amount arising in its books of account as a result of the Capital Reduction in paying up in full at par the new Shares allotted and issued as aforesaid, credited as fully paid, to the Offeror, and the directors of PIHL be and are hereby authorised to allot and issue the same accordingly;
- (C) subject to the Scheme taking effect, the directors of PIHL be and are hereby authorised to make application to The Stock Exchange of Hong Kong Limited (hereinafter called the “Stock Exchange”) for the withdrawal of the listing of PIHL’s shares on the Stock Exchange; and
- (D) the directors of PIHL be and are hereby authorised to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modifications of, or additions to, the Scheme, which the Supreme Court of Bermuda may see fit to impose and to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme and the Proposal (as defined in the document of which the notice of this resolution forms part).”

By Order of the Board of
Portico International Holdings Limited
Irene Fung Mei Wong
Company Secretary

Hong Kong, 4 July 2018

Registered office:

Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal place of business in Hong Kong:

Suite 2702, 27/F, Hysan Place
500 Hennessy Road
Causeway Bay
Hong Kong

Notes:

1. A white form of proxy for use at this meeting is enclosed herewith.
2. The register of members of the Company will be closed from Tuesday, 24 July 2018 to Friday, 27 July 2018 (both days inclusive), during which period no transfer of Shares will be effected. In order to determine the identity of the shareholders who are entitled to attend and vote at the Company’s forthcoming special general meeting, all transfer

instruments accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 July 2018.

3. A member of PIHL entitled to attend and vote at this meeting is entitled to appoint another person as his proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of PIHL.
4. In order to be valid, the white form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited with Computershare Hong Kong Investor Services Limited, the branch share registrar of PIHL, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof.
5. Completion and return of the form of proxy shall not preclude a member from attending and voting in person at this meeting and, in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint holders of any share in PIHL, any one of such joint holders may vote at this meeting, either personally 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 are present at this meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of PIHL in respect of such share shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the Directors of the Company are:

Executive Directors:

Mr. Alfred Chan Kai Tai
Mr. Anthony P. Chan
Mr. Jenny Ching Ching Tan
Mr. Kun He

Independent Non-executive Directors:

Mr. Wanhe Zheng
Mr. Antonio Delfin Gregorio
Mr. Kevin De-Kang Yin