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**Crown International Corporation Limited**  
**皇冠環球集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 727)**

## **NOTICE OF THE 2015 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2015 annual general meeting (the “**2015 AGM**”) of the shareholders (the “**Shareholders**”) of Crown International Corporation Limited (the “**Company**”) will be held at Meeting Room 2 (Lobby level), Business Centre, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 25 September 2015 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the independent auditor of the Company for the year ended 31 March 2015.
2. To re-elect the retiring Directors:
  - (I) To re-elect Mr. LIU Hong Shen as a non-executive Director.
  - (II) To re-elect Mr. YEUNG Man, Simon as an executive Director.
3. To re-appoint PricewaterhouseCoopers as the independent auditor of the Company and to authorize the board of Directors (the “**Board**”) to fix its remuneration.

As special businesses, to consider and, if thought fit, to pass with or without amendments the following ordinary resolutions:

4. (I) **“THAT:**

(a) a general mandate be and is hereby unconditionally given to the Board to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company (the **“Shares”**) and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers either during or after the Relevant Period, not exceeding 20% of the aggregate number of the issued Shares as at the date of this Resolution, otherwise than any Shares which may be issued pursuant to the following events:

(i) a Rights Issue (as hereinafter defined);

(ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors and employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares;

(iii) any scrip dividend or similar arrangement in accordance with the articles of association of the Company (the **“Articles of Association”**);  
or

(iv) upon the exercise of the subscription rights attaching to any warrants issued by the Company; and

(b) for the purpose of this Resolution:

**“Relevant Period”** means the period from the 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 Articles of Association or any applicable laws of Hong Kong to be held; and

- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to Shareholders or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion 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).”

(II) **“THAT:**

- (a) a general mandate be and is hereby unconditionally granted to the Board to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to buy back the Shares in accordance with all applicable laws and the requirements of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC for this purpose, provided that the aggregate number of Shares to be bought back pursuant to the approval in this paragraph shall not exceed 10% of the aggregate number of issued Shares as at the date of this Resolution; and
- (b) for the purposes of this Resolution:

“Relevant Period” means the period from the 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 Articles of Association or any applicable laws of Hong Kong to be held; and

(iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.”

(III) “**THAT** conditional upon the passing of Resolutions numbered 4(I) and 4(II) set out in the notice of annual general meeting of the Company of which this Resolution forms part, the aggregate number of Shares which may be bought back by the Company pursuant to Resolution numbered 4(II) shall be added to the aggregate number of the Shares which may be issued pursuant to Resolution numbered 4(I) provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing this Resolution.”

5. “**THAT** the Board be authorized to fix the Directors’ remunerations for the year ending 31 March 2016.”

6. “**THAT:**

(a) conditional upon the Stock Exchange granting approval for the listing of, and permission to deal in, on the Stock Exchange, any Shares which may be issued upon the exercise of any options which may be granted under the new share option scheme of the Company (the terms of which are set out in the document marked “A” produced to this meeting and initialed by the Chairman of this meeting for the purpose of identification) (the “**New Share Option Scheme**”), the New Share Option Scheme be and is hereby approved and adopted by the Company and the Board be and is hereby authorised at its absolute discretion, to grant options to subscribe for Shares thereunder and to allot, issue and deal with any Shares pursuant to the exercise of the options which may be granted under the New Share Option Scheme and to do all such acts for the purpose of, or in connection with, the implementation of the New Share Option Scheme and the transactions ancillary thereto and of administrative nature as the Board may in its absolute discretion considers necessary or expedient in order to give full effect to the New Share Option Scheme;

- (b) the Board be and is hereby authorised to grant options to subscribe for Shares in accordance with the terms of the New Share Option Scheme up to a maximum of 10% of the Shares in issue as at the date of passing of this resolution, to allot and issue Shares pursuant to the exercise of the options so granted, to administer the New Share Option Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Board deems fit; and
- (c) the Board be and is hereby authorized to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules; and
- (d) the Board be and is hereby authorised to make application at the appropriate time to the Stock Exchange, and any other stock exchange upon which the Shares may for the time being be listed, for listing of, and permission to deal in, the Shares which may thereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme.”

By order of the Board  
**Crown International Corporation Limited**  
**MENG Jin Long**  
*Chairman*

Hong Kong, 24 August 2015

*Registered office:*  
Suite 902, 9th Floor  
Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

*Notes:*

- (1) Any Shareholder entitled to attend and vote at the 2015 AGM convened by this notice or at its adjournment (as the case maybe) shall be entitled to appoint one (or if he/she/it holds two or more Shares, more than one) proxy to attend and vote on a poll, vote on his/her/its behalf subject to the provision of the Articles of Association. A proxy need not be a Shareholder but must attend the 2015 AGM, or its adjournment (as the case maybe), in person to represent you.

If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

- (2) In order to be valid, the form of proxy, duly executed, and the power of attorney or other authority, if any, under which it is signed or an office copy or a notarially certified copy thereof, must be deposited at the registered office of the Company at Suite 902, 9th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong or at the office of the Company's share registrar, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the 2015 AGM or its adjournment (as the case maybe) (excluding any public holiday in Hong Kong).
- (3) A circular containing further information concerning proposals for the adoption of the audited consolidated financial statements, the re-election of retiring Directors, the re-appointment of the Independent Auditor and authorization to fix its remuneration, the granting of the Share Issue Mandate and the Share Buy-back Mandate, the extension of the Share Issue Mandate, the authorization to fix the Directors' remunerations and the adoption of New Share Option Scheme will be sent to Shareholders.
- (4) Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the 2015 AGM or its adjourned meeting, if he/she/it so wishes. If such Shareholder attends the 2015 AGM, his/her/its form of proxy will be deemed to have been revoked.
- (5) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the 2015 AGM, the 2015 AGM will be postponed and Shareholders will be informed of the date, time and venue of the postponed 2015 AGM by a supplementary notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled 3 hours before the time for holding of the 2015 AGM and where conditions permit, the 2015 AGM will be held as scheduled.

The 2015 AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Shareholders should decide on their own whether or not they would attend the 2015 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

- (6) The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.

*As at the date hereof, the Board comprises two Executive Directors, namely Mr. MENG Jin Long (Chairman and Chief Executive Officer) and Mr. YEUNG Man, Simon (Chief Financial Officer), one Non-executive Director, namely Mr. LIU Hong Shen (Vice Chairman) and three Independent Non-executive Directors, namely Mr. LONG Tao, Mr. REN Guo Hua and Mr. CHEN Fang.*