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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

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Platt Nera International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1949)

PROPOSED RE-ELECTION OF DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Platt Nera International Limited to be held at 170/9-10 Ocean Tower 1, 4th Floor, Soi Sukhumvit 16 (Sammit), Ratchadapisek Road, Klongtoey, Bangkok 10110, Thailand on Thursday, 14 May 2020 at 2:00 p.m. (Bangkok time)/3:00 p.m. (Hong Kong time) is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, 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 appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. (Bangkok time)/3:00 p.m. (Hong Kong time) on Tuesday, 12 May 2020) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.plattnera.com>).

8 April 2020

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 170/9-10 Ocean Tower 1, 4th Floor, Soi Sukhumvit 16 (Sammit), Ratchadapisek Road, Klongtoey, Bangkok 10110, Thailand on Thursday, 14 May 2020 at 2:00 p.m. Bangkok time/3:00 p.m. Hong Kong time, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 24 to 27 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Platt Nera International Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting

DEFINITIONS

“Latest Practicable Date”	1 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	16 July 2019, being the date of listing of Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“THB”	Thai Bahts, the lawful currency of Thailand
“%”	per cent.

LETTER FROM THE BOARD



platt nera

Platt Nera International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1949)

Executive Directors:

Mr. Prapan Asvaplungprohm
Mr. Wison Archadechopon

Independent Non-executive Directors:

Mr. Tong Yee Ming
Mr. Cheung Pan
Mr. Julapong Vorasontharosoth

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Headquarters and Principal Place
of Business in Thailand:*

170/9-10 Ocean Tower 1, 4th Floor
Soi Sukhumvit 16 (Sammit)
Ratchadapisek Road, Klongtoey
Bangkok 10110, Thailand

*Principal Place of Business in
Hong Kong:*

Rooms 911-912
Wing On Centre
111 Connaught Road Central
Hong Kong

8 April 2020

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, 14 May 2020.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Articles 83 and 84 of the Articles of Association, Mr. Prapan Asvaplungprohm, Mr. Wison Archadechopon, Mr. Tong Yee Ming, Mr. Cheung Pan and Mr. Julapong Vorasontharosoth shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid Independent Non-executive Directors. The Company considers that the retiring INEDs are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

By the written resolutions passed by the sole shareholder of the Company on 17 June 2019, a general unconditional mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 40,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

By the written resolutions passed by the sole shareholder of the Company on 17 June 2019, a general unconditional mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 80,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 24 to 27 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.plattnera.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, 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 appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. Bangkok time/3:00 p.m. (Hong Kong time) on Tuesday, 12 May 2020) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

6. PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to protect attending shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue.
- (ii) The Company encourages attendees to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company strongly recommends the shareholders intending to attend the Annual General Meeting to vote by submitting proxy forms with voting instructions inserted, shareholders may also appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Prapan Asvaplungprohm
*Chairman, Chief Executive Officer and
Executive Director*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) PRAPAN ASVAPLUNGPROHM, AGED 60, EXECUTIVE DIRECTOR

Position and Experience

Mr. Prapan Asvaplungprohm is an Executive Director, chairman and chief executive officer and the member of each of the Nomination Committee and the Remuneration Committee of the Company. Mr. Asvaplungprohm is primarily responsible for the leadership and effective running of the Board and determining the broad strategic direction of the Group. Mr. Asvaplungprohm also serves as a director of all subsidiaries of the Group.

Mr. Asvaplungprohm obtained a bachelor's degree of engineering from Chulalongkorn University in Thailand in June 1982 and further obtained a master's degree of business administration from the George Washington University in the United States in February 1989.

Mr. Asvaplungprohm has over 25 years of experience in the IT industry. In October 1994, he was appointed as a director of Thai Equipment Research Company Limited, an IT solutions provider founded and run by Mr. Asvaplungprohm's family. He then founded the Group in October 2004. He is also the founder and director of Metlink Info Company Limited, a supplier of solar energy and reseller of solar energy related materials since March 2008.

Mr. Asvaplungprohm did not hold any other directorship in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Asvaplungprohm was appointed as a Director on 23 November 2018. He was re-designated as an Executive Director and was appointed as the chairman and chief executive officer of the Board on 24 January 2019. There is a service contract between Mr. Asvaplungprohm and the Company for a term of three years commencing from the Listing Date. Mr. Asvaplungprohm is subject to retirement by rotation and is eligible for re-election in accordance with the Articles of Association.

Relationships

Mr. Asvaplungprohm does not have any relationship with any Directors, senior management and controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Asvaplungprohm was interested or deemed to be interested in 300,000,000 Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

The salary, allowances and benefits in kind of Mr. Asvaplungprohm for the year ended 31 December 2019 was approximately THB5,520,000.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is Mr. Asvaplungprohm involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Asvaplungprohm that need to be brought to the attention of the Shareholders.

(2) WISON ARCHADECHOPON, AGED 51, EXECUTIVE DIRECTOR**Position and Experience**

Mr. Wison Archadechopon is an Executive Director and primarily responsible for the strategic plan management for business development, finance, human resources, purchasing and overall company management.

Mr. Archadechopon obtained a bachelor's degree of engineering in telecommunications engineering from King Mongkut's Institute of Technology at Ladkrabang in Thailand in May 1991 and further obtained a master's degree of business administration from the Kasetsart University in Thailand in May 2013.

APPENDIX I**DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Archadechopon has over 27 years of experience in the IT industry. Mr. Archadechopon's employment history prior to joining the Group is set out in the table below:

Period of employment	Company	Position/Title	Roles and responsibilities
1992 to 1995	Hewlett Packard (Thailand) Company Limited	IT and system engineer	Responsible for managing internal IT systems, hardware, software and networks
1996 to 1997	Digital (Thailand) Company Limited	Sales manager (Alpha workstation solution)	Responsible for managing the sale of Alpha Chip products in Thailand market
1997 to 1998	Silicon Graphics International	Sales manager (Technical computing solution)	Responsible for managing sales to the Thailand government
1998 to 2002	Thai Equipment Research Company Limited	Sales manager	Responsible for designing and implementing strategic sales plan to the Thailand government
2003 to 2004	Dell EMC (Thailand)	Sales manager	Responsible for managing sales to the Thailand government

Mr. Archadechopon did not hold any other directorship in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Archadechopon has joined the Group since 1 April 2005. He was appointed as a Director on 5 January 2019 and re-designated as an Executive Director on 24 January 2019. There is a service contract between Mr. Archadechopon and the Company for a term of three years commencing from the Listing Date. Mr. Archadechopon is subject to retirement by rotation and is eligible for re-election in accordance with the Articles of Association.

Relationships

Mr. Archadechopon does not have any relationship with any Directors, senior management and controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Archadechopon was interested or deemed to be interested in 300,000,000 Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

The salary, allowances and benefits in kind of Mr. Archadechopon for the year ended 31 December 2019 was approximately THB4,064,226.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is Mr. Archadechopon involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Archadechopon that need to be brought to the attention of the Shareholders.

(3) TONG YEE MING, AGED 67, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and Experience**

Mr. Tong Yee Ming is an Independent Non-executive Director, the chairman of the Audit Committee, as well as a member of each of the Nomination Committee and the Remuneration Committee of the Company. Mr. Tong is primarily responsible for participating in meetings of

the Board to bring an independent judgement to bear on issues of strategy, performance, accountability, resources, key appointments and standards of conduct and transactions which are material to the Group.

Mr. Tong graduated from University of Washington at Seattle in the United States with a bachelor's degree of arts in business administration in 1979. He later obtained a master's degree of business administration from Oregon State University at Corvallis in the United States. Mr. Tong is a member of the Institute of Cost and Management Accountants (now known as the Chartered Institute of Management Accounts (CIMA)), the United Kingdom since 1985, a member of the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants) since 1991 and a Certified General Accountant (CGA) in Ontario, Canada since 1988.

Mr. Tong has had over 30 years of experience in accounting and finance related matters since 1988. He worked in finance areas in various companies from 1988 to 2004. Mr. Tong's previous working experience since 2004 has been listed in the table below:

Period of employment	Company	Principal business of the company	Position/Title	Roles and responsibilities
2004 to February 2006	China Sky Chemical Fibre Co., Ltd., a listed company in Singapore (stock code: E90)	Various chemical fiber products manufacturer and seller	Group financial controller and company secretary	Responsible for the financial administration and accounting functions of China Sky Chemical Fibre Co., Ltd.
March 2006 to July 2008	Neo-Neon Holdings Limited, a listed company in Hong Kong (stock code: 1868)	Decorative and commercial LED lighting manufacturer	Finance director and company secretary (last position)	Responsible for company secretarial duties and overseeing financial and accounting affairs

APPENDIX I**DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Period of employment	Company	Principal business of the company	Position/Title	Roles and responsibilities
July 2008 to December 2011	GCL-Poly Energy Holdings Limited, a listed company in Hong Kong (stock code: 3800)	Solar photovoltaic enterprise	Executive director and chief financial officer	Led the finance, accounting and investor relations department of GCL-Poly Energy Holdings Limited
January 2012 to December 2013	GCL-Poly Energy Holdings Limited, a listed company in Hong Kong (stock code 3800)	Solar photovoltaic enterprise	Vice president corporate development	Explored and analysed investment opportunities of GCL-Poly Energy Holdings Limited
January 2014 to July 2018	Poly-GCL Petroleum Group Holdings Limited	Oil and gas exploration and development	Chief financial officer	Responsible for negotiating various contracts in relation to oil and gas projects with governments, banks and/or potential investors

Mr. Tong did not hold any other directorship in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Tong was appointed as an Independent Non-executive Director on 17 June 2019. Mr. Tong has a letter of appointment with the Company for a term of three years commencing from the Listing Date. Mr. Tong is subject to retirement by rotation and is eligible for re-election in accordance with the Articles of Association of the Company.

Relationships

Mr. Tong does not have any relationship with any Directors, senior management and controlling Shareholders.

Interest in Shares

As at the Latest Practicable Date, Mr. Tong does not have any interest or deemed to have interests in any Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Tong is entitled to an annual remuneration of HK\$240,000.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Mr. Tong was the director of the following companies which were incorporated in Hong Kong and were deregistered and the relevant details are as follows:

Company	Nature of business	Date of deregistration	Reason for deregistration
Speedy Gain Limited	Investment holding	2 March 2012	Cessation of business
Asia Silicon Technology Development Holdings Limited	Polysilicon manufacturing	23 March 2012	Cessation of business
Asia Silicon Technology Development Limited	Polysilicon manufacturing	23 March 2012	Cessation of business
GCL Solar Power (Hong Kong) Limited	Solar farm development	23 August 2013	Cessation of business

Mr. Tong has confirmed that the above deregistrations were voluntary by way of submitting an application to the Companies Registry of Hong Kong and the above companies were solvent at the time of their being dissolved by deregistration.

Saved as disclosed above, there is no information which is disclosable nor is Mr. Tong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tong that need to be brought to the attention of the Shareholders.

(4) CHEUNG PAN, AGED 48, INDEPENDENT NON-EXECUTIVE DIRECTOR

Position and Experience

Mr. Cheung Pan is an Independent Non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Company. Mr. Cheung is primarily responsible for participating in meetings of the Board to bring an independent judgement to bear on issues of strategy, performance, accountability, resources, key appointments and standards of conduct and transactions which are material to the Group.

Mr. Cheung graduated from University of Wisconsin-Madison in the United States with a bachelor's degree of science in May 1994.

Mr. Cheung has over 24 years of experience in the IT industry. The previous working experience of Mr. Cheung is set out below:

Period of employment	Company	Principal business of the company	Position/Title	Roles and responsibilities
November 1994 to May 1995	Novel Enterprises Limited	Denim fabric production and related operations	programmer	Responsible for developing and maintaining the in-house accounting system and identifying and solving problems to ensure the systems are maintained in line with business

APPENDIX I**DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Period of employment	Company	Principal business of the company	Position/Title	Roles and responsibilities
May 1995 to June 2000	The Chase Manhattan Bank (subsequently known as IPMorgan Chase Bank)	Bank	Assistant treasurer	Responsible for analyzing and designing on the overall business, system and browser navigation flow of the Intranet/Internet applications and ensuring the design was feasible, efficient and user friendly
June 2000 to October 2001	Icon Medialab Asia Limited	IT consulting	Technical project manager and system architect	Responsible for analyzing business requirement, providing project scope and recommending the system architecture for clients during the sales pitch process
October 2001 to June 2002	Grey Interactive Agency on secondment to UBS AG, Hong Kong	Agency service and bank	Project Manager business analyst	Responsible for soliciting, analyzing and validating the business requirements with the business users in different divisions and developing business and functional requirement specifications
July 2002 to August 2003	LAB Partners Limited	IT consulting	Director	Responsible for being a consultant in various projects' implementation and providing business and IT consultancy to the clients in financial services industry

Since August 2003, Mr. Cheung has been employed by Union International Development Limited, a company which provides IT consulting services, as a director. He is responsible for managing the on-shore and off-shore development centers setup. Further, since September 2007, Mr. Cheung has been employed by LAB Partners Limited, a company which provides IT consulting services, as a director. He is responsible for providing business and IT consultancy to clients in financial services industry.

Mr. Cheung did not hold any other directorship in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Cheung was appointed as an Independent Non-executive Director on 17 June 2019. Mr. Cheung has a letter of appointment with the Company for a term of three years commencing from the Listing Date. Mr. Cheung is subject to retirement by rotation and is eligible for re-election in accordance with the Articles of Association of the Company.

Relationships

Mr. Cheung does not have any relationship with any Directors, senior management and controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Cheung does not have any interest or deemed to have interests in any Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Cheung is entitled to an annual remuneration of HK\$240,000.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Mr. Cheung was the director of the following companies which were incorporated in Hong Kong and were deregistered and the relevant details are as follows:

Company	Nature of business	Date of deregistration
Bright Way International Holdings Limited	Information technology	5 September 2008
Uni-Partners Consulting Limited	Information technology	31 October 2008
Uni-Partners Holdings Limited	Information technology	14 November 2008
Fund Ease Holdings Limited	Information technology	14 August 2009
Harvest Most Limited	Information technology	22 July 2011

Mr. Cheung has confirmed that the above deregistrations were voluntary by way of submitting an application to the Companies Registry of Hong Kong because these companies had never commenced business and they were solvent at the time of their deregistration.

Mr. Cheung was a Director of LAB Technology Limited (“**LAB Technology**”), a private company incorporated in Hong Kong. LAB Technology never commenced business and was struck off and dissolved by the Companies Registry of Hong Kong on 15 March 2013 under section 291 of the Companies (Winding up and Miscellaneous Provisions) Ordinance, as amended, supplemented or otherwise modified from time to time before 3 March 2014.

Mr. Cheung has confirmed that there was no wrongful act on his part leading to the dissolution and striking off of LAB Technology and he is not aware of any actual or potential claim which had been or will be made against him as a result of the dissolution.

Saved as disclosed above, there is no information which is disclosable nor is Mr. Cheung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Cheung that need to be brought to the attention of the Shareholders.

**(5) JULAPONG VORASONTCHAROSOTH, AGED 60, INDEPENDENT NON-EXECUTIVE
DIRECTOR****Position and Experience**

Mr. Julapong Vorasontharosoth is an Independent Non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company. Mr. Vorasontharosoth is primarily responsible for participating in meetings of the Board to bring an independent judgement to bear on issues of strategy, performance, accountability, resources, key appointments and standards of conduct and transactions which are material to the Group.

Mr. Vorasontharosoth graduated from Chulalongkorn University in Thailand with a bachelor's degree of engineering in March 1982. He further completed a modern managers program training in Chulalongkorn University in Thailand in May 1996.

Mr. Vorasontharosoth has over 37 years of experience in the engineering industry. Mr. Vorasontharosoth's employment history prior to joining the Group is set out in the table below:

Period of employment	Company	Principal business of the company	Position/Title	Roles and responsibilities
1982 to 1983	Thai Engineering Consultant	Engineering consultancy	Inspector engineer	Responsible for inspection and checking quality of contractor's work
1983 to 1984	Thai Aviation Department (now known as The Civil Aviation Authority of Thailand)	Independent agency of the Thai government	Engineer (air craft inspector)	Responsible for checking condition of aircraft before renewing the licence
1984 to 1986	Metropolitan Electricity Authority	Municipal electricity supply	Planning engineer	Responsible for planning of electrical network
1986 to 1988	Italhai Industrial Co., Ltd.	Construction company	Bidding engineer	Responsible for cost estimation for bidding

APPENDIX I**DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Period of employment	Company	Principal business of the company	Position/Title	Roles and responsibilities
August 1988 to July 2015	ABB Limited	Trading & construction company	Manager, substation business (last position)	Responsible for managing and controlling sales and profit of Business Unit

Since July 2017, Mr. Vorasontharosoth has been employed by IGEN Engineering Co., Ltd, a company primarily engaged in engineering services, as a senior executive adviser. He is responsible for advisory on business planning.

Mr. Vorasontharosoth did not hold any other directorship in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Vorasontharosoth was appointed as an Independent Non-executive Director on 17 June 2019. Mr. Vorasontharosoth has a letter of appointment with the Company for a term of three years commencing from the Listing Date. Mr. Vorasontharosoth is subject to retirement by rotation and is eligible for re-election in accordance with the Articles of Association of the Company.

Relationships

Mr. Vorasontharosoth does not have any relationship with any Directors, senior management and controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Vorasontharosoth does not have any interest or deemed to have interests in any Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Vorasontharosoth is entitled to an annual remuneration of THB984,000.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is Mr. Vorasontharosoth involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Vorasontharosoth that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 400,000,000 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back during the period in which the Share Buy-back Mandate remains in force, a total of 40,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Share Buy-back

Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share 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 the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from Listing Date up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2019		
July (<i>from the Listing Date</i>)	1.770	1.120
August	3.710	0.800
September	0.920	0.630
October	1.010	0.410
November	0.750	0.470
December	0.570	0.460
2020		
January	0.650	0.375
February	0.480	0.350
March	0.420	0.300
April (<i>the Latest Practicable Date</i>)	0.350	0.320

6. GENERAL

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

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, 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 purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

In the event that the Share Buy-back Mandate is exercised in full, the interest of the Controlling Shareholders (as that term is defined in the Company's prospectus dated 28 June 2019) in the Company will be increased from 75% to approximately 83.33%. On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in the Controlling Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to such an extent as would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



platt nera

Platt Nera International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1949)

Notice is hereby given that the Annual General Meeting of Platt Nera International Limited (the “**Company**”) will be held at 170/9-10 Ocean Tower 1, 4th Floor, Soi Sukhumvit 16 (Sammit), Ratchadapisek Road, Klongtoey, Bangkok 10110, Thailand on Thursday, 14 May 2020 at 2:00 p.m. (Bangkok time)/3:00 p.m. (Hong Kong time) for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2019.
2. To re-elect directors of the Company and to authorise the board of directors to fix the respective directors’ remuneration.
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

NOTICE OF ANNUAL GENERAL MEETING

(c) 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 of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) 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 of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company 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 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of

NOTICE OF ANNUAL GENERAL MEETING

the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

On Behalf of the Board
Prapan Asvaplungprohm
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 8 April 2020

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for the meeting (i.e. not later than 2:00 p.m. (Bangkok time)/3:00 p.m. (Hong Kong time) on Tuesday, 12 May 2020) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 11 May 2020 to Thursday, 14 May 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, 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 in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 May 2020.
5. In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to protect attending shareholders, staff and other stakeholders from the risk of infection:
 - (i) Compulsory body temperature checks will be conducted on every shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue.

NOTICE OF ANNUAL GENERAL MEETING

- (ii) The Company encourages attendees to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company strongly recommends the shareholders intending to attend the Annual General Meeting to vote by submitting proxy forms with voting instructions inserted, shareholders may also appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.