
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 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 Sino Vision Worldwide Holdings Limited (the “**Company**”), 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 was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



Sino Vision Worldwide Holdings Limited
新維國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8086)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE EXISTING SHARE OPTION SCHEME
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Sino Vision Worldwide Holdings Limited to be held at Unit 2, 28/F, Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong on Thursday, 1 November 2018 at 10:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of the GEM of The Stock Exchange of Hong Kong Limited (www.hkgem.com) and the Company (www.sinovisionworldwide.com).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis 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 appointed for the holding of the annual general meeting (i.e. not later than 10:00 a.m. on Tuesday, 30 October 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the website of the Company at www.sinovisionworldwide.com.

28 September 2018

CHARACTERISTICS OF THE GEM

Characteristics of the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

| | |
|---------------------------------|--|
| “2018 AGM” | an annual general meeting of the Company to be held at Unit 2, 28/F, Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong on Thursday, 1 November 2018 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof; |
| “Board” | the board of Directors; |
| “Buyback Mandate” | as defined in paragraph 2(a) of the Letter from the Board; |
| “Bye-Laws” | the bye-laws of the Company currently in force; |
| “Company” | Sino Vision Worldwide Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued shares of which are listed on the GEM; |
| “Director(s)” | the director(s) of the Company; |
| “Existing Scheme Mandate Limit” | the maximum number of Shares which may be issued upon exercise of all share options to be granted under the Existing Share Option Scheme, as granted at the annual general meeting of the Company held on 1 November 2017, being 10% of the issued share capital of the Company as at 1 November 2017; |
| “Existing Share Option Scheme” | the existing share option scheme of the Company which was adopted by the Company on 1 November 2016; |
| “GEM” | the GEM of the Stock Exchange; |
| “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” | as defined in paragraph 2(b) of the Letter from the Board; |

DEFINITIONS

| | |
|---------------------------|--|
| “Latest Practicable Date” | 21 September 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular; |
| “PRC” | The People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan; |
| “Scheme Mandate Limit” | the maximum number of Shares which may be issued upon exercise of all share options to be granted under the Existing Share Option Scheme, as permitted under GEM Listing Rules; |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong; |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company; |
| “Shareholder(s)” | holder(s) of the Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Takeovers Code” | The Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong; |
| “%” | per cent; and |
| “*” | for identification purpose only. |

LETTER FROM THE BOARD



Sino Vision Worldwide Holdings Limited
新維國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8086)

Executive Directors:

Mr. Poon Man Sum (*Chairman*)
Mr. Ai Kuiyu

Independent Non-executive Directors:

Mr. Fong Fuk Wai
Mr. Huang Zhiying
Mr. Tong Kar Hing

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Unit 2, 28/F.
Vertical Square
No. 28 Heung Yip Road
Wong Chuk Hang
Hong Kong

28 September 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE EXISTING SHARE OPTION SCHEME
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the 2018 AGM for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company under the Buyback Mandate; (iv) the re-election of the retiring Directors; and (v) the refreshment of the Scheme Mandate Limit.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 1 November 2017, general mandates were given to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares, respectively. Such mandates, to the extent not utilized by the date of the 2018 AGM, will lapse at the conclusion of the 2018 AGM.

At the 2018 AGM, ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. a total of 306,607,049 Shares on the basis that the existing issued share capital of the Company of 3,066,070,496 Shares remains unchanged as at the date of the 2018 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. a total of 613,214,099 Shares on the basis that the existing issued share capital of the Company of 3,066,070,496 Shares remains unchanged as at the date of the 2018 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the number of Shares to be issued and allotted under the Issuance Mandate by an additional number representing such number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2018 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 6 and 7 of the notice of the 2018 AGM as set out on pages 14 to 17 of this circular.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to the provisions of the Bye-laws, two of the existing Directors, namely Mr. Tong Kar Hing and Mr. Fong Fuk Wai, shall retire at the 2018 AGM. All the above retiring Directors, being eligible, will offer themselves for re-election at the said meeting.

LETTER FROM THE BOARD

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix II to this circular.

4. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE EXISTING SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by the Company on 1 November 2016. The purpose of the Existing Share Option Scheme is to enable the Company to grant options to eligible participants as incentives and/or rewards for their contribution to the Group. Apart from the Existing Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to Rule 23.03(3) of the GEM Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme (the “**10% Limit**”). The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% Limit. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The GEM Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

At the annual general meeting of the Company held on 1 November 2017, the refreshing of Existing Scheme Mandate Limit was granted by the then Shareholders such that the total number of Shares which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 277,621,542 Shares, representing 10% of the issued share capital of the Company as at 1 November 2017. Up to the Latest Practicable Date, options carrying the rights to subscribe for 277,000,000 Shares (representing approximately 9.03% of the issued share capital of the Company) have been granted under the Existing Scheme Mandate Limit and none of such options have been exercised, cancelled or lapsed. Save for such options, there was no other option granted under the Existing Share Option Scheme which was outstanding as at the Latest Practicable Date. Accordingly, the Company is only permitted to grant further options to subscribe for 621,542 Shares under the Existing Scheme Mandate Limit, being approximately 0.02% of the issued share capital of the Company as at the Latest Practicable Date granted under the Existing Share Option Scheme and previous share option scheme of the Company.

LETTER FROM THE BOARD

In order to give the Company the flexibility to grant share options to eligible participants under the Existing Share Option Scheme as incentives and/or rewards for their contribution to the Group, the Directors consider that it is in the interests of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit. If such refreshment is approved at the 2018 AGM and assuming that the issued share capital of the Company of 3,066,070,496 Shares remains unchanged from the Latest Practicable Date to the date of the 2018 AGM, the Company will be allowed, under the refreshed limit, to grant up to 306,607,049 share options pursuant to the Existing Share Option Scheme, entitling the grantees to subscribe for a total of 306,607,049 Shares, representing 10% of the issued Shares as at the date of the 2018 AGM.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the 2018 AGM to approve the said refreshment; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal, in any new Shares which may fall to be allotted and issued upon exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Existing Share Option Scheme up to 10% of the total issued Shares as at the date of passing of the relevant ordinary resolution at the 2018 AGM.

An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Existing Share Option Scheme.

5. 2018 AGM AND PROXY ARRANGEMENT

The notice of the 2018 AGM is set out on pages 14 to 17 of this circular. At the 2018 AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Buyback Mandate, the re-election of the retiring Directors and the refreshment of the Scheme Mandate Limit.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all proposed resolutions will be put to vote by way of poll at the 2018 AGM. An announcement on the poll vote results will be made by the Company after the 2018 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the 2018 AGM is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.sinovisionworldwide.com) respectively. Whether or not you are able to attend the 2018 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, 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 to the Company's branch

LETTER FROM THE BOARD

share registrar in Hong Kong, Tricor Tengis 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 appointed for holding the 2018 AGM (i.e. not later than 10:00 a.m. on Tuesday, 30 October 2018) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2018 AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate, the re-election of the retiring Directors and the refreshment of the Scheme Mandate Limit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2018 AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Buyback Mandate) and Appendix II (Details of the Retiring Directors Proposed to be Re-elected at the 2018 AGM) to this circular.

Yours faithfully,
On behalf of the Board
Sino Vision Worldwide Holdings Limited
Poon Man Sum
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2018 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

The Directors believe that the proposed granting of the Buyback Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,066,070,496 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the 2018 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the 2018 AGM, i.e. 3,066,070,496 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, a total number of 306,607,049 Shares, representing 10% of the total number of issued Shares as at the date of the 2018 AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with its Memorandum of Continuance and Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

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 30 June 2018) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback 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. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

The Directors are not aware of any consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate. Besides, the Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

The Company has not been notified by any core connected persons (as defined in the GEM 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 Buyback Mandate is approved by the Shareholders.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the GEM or otherwise).

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the GEM during each of the following months were as follows:

| Month | Highest HK\$ | Lowest HK\$ |
|--|-------------------------|------------------------|
| 2017 | | |
| September | 0.207 | 0.163 |
| October | 0.208 | 0.174 |
| November | 0.310 | 0.195 |
| December | 0.350 | 0.250 |
| 2018 | | |
| January | 0.300 | 0.230 |
| February | 0.310 | 0.249 |
| March | 0.280 | 0.250 |
| April | 0.290 | 0.250 |
| May | 0.270 | 0.200 |
| June | 0.270 | 0.220 |
| July | 0.260 | 0.225 |
| August | 0.260 | 0.211 |
| September (<i>Up to the Latest Practicable Date</i>) | 0.238 | 0.165 |

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2018 AGM

Pursuant to the GEM Listing Rules, the details of the Directors who will retire and offer themselves for re-election at the 2018 AGM according to the Bye-laws are provided below.

(1) Mr. Tong Kar Hing, aged 53

Position & experience

Mr. Tong Kar Hing (“**Mr. Tong**”) is an independent non-executive Director, the chairman of the remuneration committee of the Board, and a member of each of the audit committee and the nomination committee of the Board. Mr. Tong obtained the higher certificate in communication, advertising and marketing from the Hong Kong Polytechnic in November 1991. He currently serves as the chief executive officer at Exception Asia Company Ltd.* (艾瑟迅(上海)網絡科技有限公司). Mr. Tong has over 30 years of experience in advertising, marketing and brand management. He worked in various entities within such industry including enterprises and listing companies in both Hong Kong and the PRC. Mr. Tong worked at Pepsi China Ltd. (百事可樂公司) from 2005 to 2008 and 2010 to 2013, and his last position there was senior marketing director. From 2008 to 2010, he served as the chief marketing officer for Vision China Media Ltd. (華視傳媒). Mr. Tong joined the Group on 5 September 2018.

Save as disclosed above, Mr. Tong has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the service agreement entered into between Mr. Tong and the Company, Mr. Tong has been appointed for a term of 2 years. His appointment is also subject to retirement and re-election provisions in accordance with the Bye-laws.

Interests in shares

As at the Latest Practicable Date, Mr. Tong was not interested or deemed to be interested in the Shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Tong does not have any relationships with any other Directors, senior management, management Shareholders (as defined in the GEM Listing Rules), substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2018 AGM

Director's emoluments

Mr. Tong is entitled to receive a fixed director's salary of HK\$180,000 per annum which was determined with reference to his duties and responsibilities.

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

As far as the Directors are aware, save as disclosed above, there is no other information relating to Mr. Tong which is required to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. There are no other matters concerning Mr. Tong that need to be brought to the attention of the Shareholders.

(2) Mr. Fong Fuk Wai, aged 55

Position & experience

Mr. Fong Fuk Wai ("**Mr. Fong**") is an independent non-executive Director, the chairman of the audit committee of the Board, and a member of each of the remuneration committee and the nomination committee of the Board. Mr. Fong had obtained a bachelor's degree in Accountancy from The Hong Kong Polytechnic University and a master's degree in Business Administration from The Chinese University of Hong Kong. He is a fellow member of The Association of Chartered Certified Accountants and The Hong Kong Institute of Certified Public Accountants. Mr. Fong has gained more than 30 years of experience in auditing, accounting and finance area and serviced the private and listed public companies in Hong Kong. Mr. Fong joined the Group on 28 October 2006.

Mr. Fong did not held other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Fong, his current term of office is 2 years. He is also subject to retirement and re-election provisions in accordance with the Bye-laws.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Fong was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE 2018 AGM**

Relationships

As far as the Directors are aware, Mr. Fong does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

Mr. Fong is entitled to receive a fixed director's fee of HK\$180,000 per annum, which is determined by the Board by reference to his background and qualifications, his responsibilities and the prevailing market conditions.

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

As far as the Directors are aware, there is no information of Mr. Fong to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Mr. Fong that need to be brought to the attention of the Shareholders.



Sino Vision Worldwide Holdings Limited
新維國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8086)

NOTICE IS HEREBY GIVEN that an annual general meeting of Sino Vision Worldwide Holdings Limited (the “**Company**”) will be held at Unit 2, 28/F, Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong on Thursday, 1 November 2018 at 10:00 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 30 June 2018;
2. To re-elect Mr. Tong Kar Hing as an independent non-executive Director;
3. To re-elect Mr. Fong Fuk Wai as an independent non-executive Director;
4. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
5. To re-appoint Ascenda Cachet CPA Limited as the auditors of the Company and to authorize the Board to fix auditors’ remuneration;
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereafter defined) of all the powers of the Company to purchase its shares on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF THE 2018 AGM

- (b) the total number of shares of the Company to be purchased pursuant to the approval 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 and the said approval shall be limited accordingly; 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereafter defined);
 - (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 Bye-laws of the Company,

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shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.

“**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 applicable to the Company).”

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

“**THAT** conditional upon the passing of resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in resolution set out in item 7 of the Notice be and is hereby extended by the addition to the total 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 purchased by the Company pursuant to the general mandate referred to in resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”; and

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

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares to be issued upon exercise of any options to be granted under the Refreshed Limit (as defined below) pursuant to the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 1 November 2016, the scheme mandate limit under the Share Option Scheme be refreshed so that the total number of shares of the Company to be allotted and issued upon exercise of any options to be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution (“**Refreshed Limit**”) and that the Directors be and are hereby authorized to grant options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

Yours faithfully,
On behalf of the Board
Sino Vision Worldwide Holdings Limited
Poon Man Sum
Chairman

Hong Kong, 28 September 2018

Notes:

- (a) Any shareholder of the Company entitled to attend and vote at the above meeting 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 or 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 appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) To be effective, a 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 or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10:00 a.m. on Tuesday, 30 October 2018 or any adjournment thereof. Delivery 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.
- (c) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 29 October 2018 to Thursday, 1 November 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited (at its address shown in note (b) above) for registration no later than 4:30 p.m. on Friday, 26 October 2018.
- (d) References to time and dates in this Notice are to Hong Kong time and dates.