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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealers or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Suga International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealers, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SUGA INTERNATIONAL HOLDINGS LIMITED

信佳國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 912)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE LIMIT UNDER
THE SHARE OPTION SCHEME,
GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the annual general meeting of Suga International Holdings Limited to be held at Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 6 August 2015 at 3:00 p.m. is set out on pages 17 to 21 of this circular. If you do not intend or are unable to attend the annual general meeting and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from voting at the annual general meeting or any adjournment thereof should you so wish.

* for identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
Re-election of the Directors	4
Refreshment of the limit under the share option scheme	4
Grant of General Mandates to Issue Shares and Repurchase Shares	6
The AGM	6
Actions to be Taken	6
Voting by Way of Poll	7
Responsibility statement	7
Recommendation	7
Further information	7
APPENDIX I – Details of the Directors to be re-elected	8
APPENDIX II – Explanatory statement	14
Notice of the AGM	17

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings (other than in the notice of the AGM):

“AGM”	the annual general meeting of the Company to be held at Unit A, 29/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on 6 August 2015 at 3:00 p.m. and any adjournment thereof
“core associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“business day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws”	the bye-laws of the Company for the time being
“Company”	Suga International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Act”	the Companies Act 1981 of Bermuda
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Options”	options granted under the Share Option Scheme
“Repurchase Code”	the Hong Kong Code on Share Buy-backs
“Scheme Limited”	the 10% Limit of the total number of Share issuable upon exercise of options to be granted under the Share Option Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or such other nominal amounts as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	The share option scheme adopted by the Company on 6 August 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



SUGA INTERNATIONAL HOLDINGS LIMITED

信佳國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 912)

Executive Directors:

Dr. Ng Chi Ho (*Chairman*)
Mr. Ma Fung On (*Deputy Chairman*)
Dr. Ng Man Cheuk (appointed on 1 May 2015)

Non-executive Director:

Mr. Lee Kam Hung

Independent non-executive Directors:

Professor Wong Sook Leung, Joshua
Mr. Leung Yu Ming, Steven
Mr. Chan Kit Wang
Dr. Cheung Nim Kwan (appointed on 15 October 2014)

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*

22nd Floor
Tower B
Billion Centre
1 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

8 July 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE LIMIT UNDER
THE SHARE OPTION SCHEME,
GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the re-election of retiring Directors; (ii) the refreshment of the Scheme Limit under the Share Option Scheme; (iii) the granting to the Directors of general mandates for the issue of share and repurchase of Shares; and (iv) the extension of the general mandate to issue securities.

* for identification purpose only

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Dr. Ng Chi Ho, Mr. Ma Fung On, Dr. Ng Man Cheuk, Mr. Lee Kam Hung, Professor Wong Sook Leung, Joshua, Mr. Leung Yu Ming, Steven, Mr. Chan Kit Wang and Dr. Cheung Nim Kwan.

Pursuant to Bye-law 115 of the Bye-Laws, Dr. Ng Man Cheuk and Dr. Cheung Nim Kwan whose were appointed as a director on 1 May, 2015 and 15 October, 2014 respectively will hold office only until the AGM. Pursuant to Bye-law 111 of the Bye-Laws, Dr. Ng Chi Ho, Mr. Lee Kam Hung and Mr. Leung Yu Ming, Steven will retire by rotation at the AGM. The retiring Directors, being eligible, offer themselves for re-election.

Meanwhile, in accordance to the Code Provision A.4.3 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules which states that (a) having served the Company for more than 9 years could be relevant to the determination of an independent non-executive director's independence and (b) if an independent non-executive director serves for more than 9 years, his further appointment should be subject to a separate resolution to be approved by Shareholders. Mr. Leung Yu Ming, Steven has been appointed and has served as an independent non-executive director of the Company more than 9 years and is subject to be appointed in a separate resolution by Shareholders in the forthcoming AGM. The Nomination Committee of the Company has assessed and reviewed the annual confirmation of independence of Mr. Leung Yu Ming based on the independence criteria set out in Rule 13.13 of the Listing Rules, and affirmed that he remains independence. Even though Mr. Leung has served as an independent non-executive Director for more than nine years, the Board is of the view that his duration of service will not interfere with his exercise of independent judgement in carrying out the duties and responsibilities as an independent non-executive Director. The Board considers him to be independent and believes he will continue to contribute to the Board because of his familiarity and experience with the Company's business and affairs. Accordingly Mr. Leung will retire from office and be eligible to offer himself for re-election.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

REFRESHMENT OF THE LIMIT UNDER THE SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 6 August 2012. The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contributions to the Group. The Directors consider the Share Option Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group and will also assist the Group in its recruitment and retention of high caliber professionals, executives and employees who are instrumental to the growth of the Group.

Under the Listing Rules, the maximum number of Shares which may be allotted and issued upon the exercise of all options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders.

The current Scheme Limit was approved by the Company upon the adoption of the Share Option Scheme, which enable the grant of share options to subscribe for up to 27,229,400 Shares, representing 10% of the Shares in issue as at the adoption date of the Share Option Scheme.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had granted options to subscribe for 8,870,000 Shares under the current Scheme Limit, representing approximately 3.26% of the issued Share as at the date of the adoption of the Share Option Scheme, which was 6 August 2012 (equivalent to approximately 32.58% of the current Scheme Limit), of which 182,000 Shares have lapsed in accordance with the terms the Share Option Scheme. 3,320,000 Shares have been issued pursuant to the exercise of options granted under the current Scheme Limit, options carrying rights to subscribe for 5,368,000 Shares granted under the current Scheme Limit remain outstanding and yet to be exercised. Since a substantial portion of the current Scheme Limit has been utilized, the Board proposes to refresh the Scheme Limit in order to enable the Company to grant further options to eligible participants so as to provide opportunities and incentives to them to work towards enhancing the values of the Company and Shares for the benefit of the Company and the Shareholders as a whole.

Pursuant to the Share Option Scheme, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Group) previously granted under the Share Option Scheme and any other share option schemes of the Group will not be counted for the purpose of calculating the Scheme Limit as refreshed. The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not exceed 30% of the Shares in issue from time to time.

As at the Latest Practicable Date, options carrying rights to subscribe for a total of 5,368,000 Shares granted since the adoption of the Share Option Scheme remain outstanding and yet to be exercised, representing approximately 1.94% of the Shares in issued. The Board undertakes that no options shall be granted under the Share Option Scheme or any other share option schemes of the Group if it will result in the 30% limit being exceeded.

On the basis of 276,806,000 Shares in issue as at the Latest Practicable Date and assuming there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of the AGM, the Scheme Limit may be refreshed to enable grant of further share options to subscribe up to 27,680,600 Shares, representing 10% of the Shares in issue as the Latest Practicable Date.

The refreshment of the Scheme Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the limit on grant of option under the Share Option Scheme at the AGM; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, any new Shares representing 10% of the Shares in issue at the date of the AGM, which may be issued pursuant to the exercise of the share options to be granted under the refreshed Scheme Limit.

Application will be made to the Stock Exchange for granting approval of the listing of, and permission to deal in, the new Shares which may be issued upon exercise of options to be granted under the refreshed Scheme Limit, being up to a maximum of 10% of the Shares in issue as at the date of the AGM.

Your attention is drawn to the Ordinary Resolution No. 5 to approve the refreshment of the limit on grant of options under the Share Option Scheme, details of which are set out in the Notice of AGM.

LETTER FROM THE BOARD

GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 13 August 2014, ordinary resolutions were passed granting general mandates to the Directors, inter alia, (a) to allot, issue or otherwise deal with the Shares not exceeding 20% of the total number of Shares in issue of the Company as at that date (the “**Existing Issue Mandate**”); and (b) to repurchase Shares not exceeding 10% of the total number of Shares in issue as at that date of passing of such resolutions (the “**Existing Repurchase Mandate**”).

The Existing Issue Mandate and the Existing Repurchase Mandate will lapse upon the conclusion of the AGM. Resolutions will be proposed at the AGM to grant new general mandates to the Directors to (i) allot, issue or otherwise deal with the Shares up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution; and (ii) repurchase Shares of up to 10% of the total number of Shares in issue as at that date of passing of the relevant resolution.

As at the Latest Practicable Date, there were 276,806,000 Shares in issue. Subject to the resolutions granting the new general mandates to the Directors to allot, issue or otherwise deal with the Shares and to repurchase Shares being passed at the AGM and no Shares will be issued or repurchased prior to the AGM, the Company will be allowed to issue a maximum of 55,361,200 Shares and to repurchase a maximum of 27,680,600 Shares. Resolution authorizing the extension of the general mandate to the Directors to issue shares to include the total number such Shares (if any) repurchased under the mandate is to be proposed as resolution no. 7 as set out in the notice of the AGM.

The new general mandates to the Directors to allot, issue or otherwise deal with the Shares and to repurchase Shares will, if granted, remain in effect until 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 Bye-laws of the Company or any applicable law to be held; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against resolutions no.6 as set out in the notice of the AGM to be proposed at the AGM in relation to the proposed general mandate to repurchase Shares are set out in Appendix II to this circular.

THE AGM

Set out on pages 17 to 21 is a notice convening the AGM to be held at Unit A, 29/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on 6 August 2015 at 3:00 p.m. at which resolutions will be proposed to the Shareholders in respect of, inter alia, the re-election of the retiring Directors, the granting of the general mandates to issue securities and repurchase Shares and the extension of the general mandate to issue share.

ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the designated website of the Stock Exchange at www.hkexnews.hk and the website of the Company. If you do not intend or are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete and return the form of proxy to the Company's branch registrar and registration office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as

LETTER FROM THE BOARD

soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39 (4) of the Listing Rules, all votes at the AGM will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relate to a procedure or administration matters to be voted on a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39 (5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, refreshment of the limit under the Share Option Scheme the granting of general mandates to issue shares and repurchase Shares and the extension of the general mandate to issue securities are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favor of the resolutions to be proposed at the AGM.

FURTHER INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
Suga International Holdings Limited
Ng Chi Ho
Chairman

APPENDIX I DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Set out below are the biographical details of the retiring Directors who shall be eligible for re-election at the AGM:

Dr. NG Chi Ho, aged 65, has been an executive director of the Group since 2002 and is the founder, chairman and managing director and chairman of the corporate governance committee of the Group. Dr. Ng is also a director of various members of the Group. He is responsible for the formulation of corporate strategy, strategic planning and development, and overall management of the Group. Dr. Ng has over 38 years of management experience in the electronics industry and had been a lecturer in electronic engineering at the Hong Kong Polytechnic University for 4 years. Dr. Ng holds a bachelor degree in science from the Chinese University of Hong Kong, a master of philosophy degree in computer engineering from the University of Hong Kong, and an honorary doctor of engineering degree from Lincoln University, USA. Dr. Ng is a chartered engineer, a fellow of the Institution of Engineering and Technology, UK, a fellow of the Hong Kong Institute of Directors and an honorary fellow of the Canadian Chartered Institute of Business Administration. In addition, Dr. Ng is an advisor of Technology Development Committee of Federation of Hong Kong Industries, chairman of Hong Kong Electronics Industries Association and Sir Cecil Clementi Scholarship Foundation, honorary chairman of Hong Kong Electronic Industries Council and vice chairman of Dongguang Electronic Industries Association. Dr. Ng is an advisory professor in the School of Electronic and Information Engineering of Beijing JiaoTong University. He is also a member of the advisory committee on Electronic Engineering of the Chinese University of Hong Kong.

Save as disclosed above, as at the Latest Practicable Date, Dr. Ng did not have other major appointments and professional qualifications.

As at the Latest Practicable Date, Dr. Ng had the following interests in shares of the Company and associated corporations of the Company within the meaning of Part XV of the SFO:

(a) Beneficial interests in shares of the Company

Number of ordinary share of HK\$0.1 each:

Class of shares	Personal interests	Corporate interests	Family interests	Total interests
Ordinary share	6,930,000	44,048,000 Shares (Note 1)	110,000,000 (Note 2)	160,978,000

Notes:

- 44,048,000 shares are held by Billion Linkage Limited, the entire issued shares of which is held by Dr. Ng and his spouse in equal share.
- 110,000,000 shares are held by Superior View Inc., the entire issued shares of which is ultimately held by Fidelitycorp Limited as the trustee of the C.H. Family Trust, the beneficiaries of which are the family members of Dr. Ng Chi Ho. Dr. Ng is the settlor of the trust.

APPENDIX I DETAILS OF THE DIRECTORS TO BE RE-ELECTED

(b) Beneficial interests in underlying shares of equity derivatives of the Company

Share options to be subscribed:

Date of share options granted	Number of share options outstanding	Exercise period	Exercise price per share
19 January 2015	2,200,000	19 January 2015-18 January 2020	HK\$2.158

(c) Beneficial interests in shares of the Company's associated corporation

Non-voting deferred shares of HK\$1 each in Suga Electronics Limited, a wholly owned subsidiary of the Company:

Class of shares	Corporate interests	Total interests
Non-voting deferred shares	3,680,000 (<i>Notes</i>)	3,680,000

Notes:

1. The 4,000,000 non-voting deferred shares in Suga Electronics Limited are held as to 80% by Essential Mix Enterprises Limited and 20% by Broadway Business Limited. Dr. Ng Chi Ho totally holds 92% interests in each of Essential Mix Enterprises Limited and Broadway Business Limited.
2. These non-voting deferred shares have no voting rights, are not entitled to dividends, and are not entitled to any distributions upon winding up unless a sum of HK\$10,000,000,000 per ordinary share has been distributed to the holders of ordinary shares.

Dr. Ng has entered into a service contract with the Company for a term of 3 years commencing from 1 September 2002 which will continue thereafter unless terminated by not less than three months' notice in writing served by either party on the other. His appointment is subject to retirement by rotation and re-election at the AGM in accordance with the provision of the Bye-Laws. Pursuant to the service contract, Dr. Ng is currently entitled to an annual remuneration including annual salary in sum of HK\$2,179,400, mandatory contribution to MPF, benefit of accommodation, discretionary bonus and share options subject to yearly adjustment as determined by the Board from time to time with reference to the responsibilities and duties assumed by him. For the year ended 31 March 2015, he has received a total remuneration of HK\$8,219,340. Dr. Ng did not hold any directorship in other listed companies in the last three years.

Dr. Ng is father of Dr. Ng Man Cheuk, the Executive Director of the Group and Mr. Ng Man Chun Anthony, the Project Manager of the Group, and brother-in-law of Mr. Lee Yiu Cheung, Alex, the Chief Financial Officer of the Group.

Save as disclosed above, as at the Latest Practicable Date, Dr. Ng did not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company and did not have interests in shares of the Company within the meaning of Part XV of the SFO. Mr. Ng is not aware of any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders of the Company pursuant to Rule 13.51(2)(w) of the Listing Rules.

APPENDIX I DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Dr. NG Man Cheuk, Alfred, aged 34, has been an executive director of the Group since 2015 and is the Chief Technology Officer of the Group and a director of various member of the Group. He is responsible for exploring new business opportunities and overseeing Research and Development (R&D) of the Group. Dr. NG holds Bachelor of Engineering (BEng (1st Hon.)) degree in Computing from Imperial College London, Master of Science (S.M.) and Doctor of Philosophy (Ph.D) degrees in Electrical Engineering and Computer Science from Massachusetts Institute of Technology (MIT). His research focuses on modular hardware design methodologies that can greatly reduce hardware development time. During his time at MIT, he had collaborated with IBM, Nokia and Qualcomm in various research projects. Prior to joining the Group, Dr. NG worked at Qualcomm's New Jersey Research Center for 3 years.

As at the Latest Practicable Date, Dr. Ng had the following interests in shares of the Company within the meaning of Part XV of the SFO:

(a) Beneficial interests in shares of the Company

Number of ordinary share of HK\$0.1 each:

Class of Shares	Personal interests	Family interests	Total interests
Ordinary share	1,000,000	110,000,000 (<i>Note</i>)	111,000,000

Note:

110,000,000 shares are held by Superior View Inc., the entire issued shares of which is ultimately held by Fidelitycorp Limited as the trustee of the C.H. Family Trust, the beneficiaries of which are the family members of Dr. Ng Chi Ho.

Dr. Ng is son of Dr. NG Chi Ho, the Chairman and Managing Director of the Group, brother of Mr. Ng Man Chun, Anthony, the Project Manager of the Group and nephew of Mr. Lee Yiu Cheung, the Chief Financial Officer of the Group.

The Company entered into service contract with Dr. Ng for a term of three years commencing on 1 May 2015. Dr. Ng is also subject to retirement and re-election at the first general meeting following his appointment and thereafter is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company. Pursuant to the service contract, Dr. Ng is currently entitled to an annual remuneration of HK\$1,080,000 (subject to yearly adjustment as determined by the Board from time to time with reference to the responsibilities and duties assumed by him) payable on monthly basis and a discretionary bonus as determined by the Board with reference to the performance and profitability of the Group.

Save as disclosed above, Dr. Ng did not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company and did not have interests in shares of the Company within the meaning of Part XV of the SFO. Dr. Ng did not hold any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the past three years or any other positions held with the Company or other members of the Group.

Save as disclosed above, there are no other matters which need to be brought to the attention of the shareholders of the Company regarding the appointment of Dr. Ng or any other information that needs to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

APPENDIX I DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Mr. LEE Kam Hung, aged 56, has been a non-executive director of the Group since 2009. He holds a master degree in engineering business management from the University of Warwick in the UK. Mr. Lee is now the founder, CEO of Kolinker Group of companies since its inception in 1983. In addition, Mr. Lee is the fellow member of The Hong Kong Institution of Engineers, the Hong Kong Affairs Committee Advisor of Hong Kong Young Industrialists Council, Vice president of Youth Council, member of Design Smart Initiative Assessment Panel, member of Project Assessment Panel of the SERAP, executive committee member of the Federation of Hong Kong Industries and Evaluation Panel member for the selection of Technology Transfer Offices (TTOs)/Projects for the Soft-landing Programme (organizing by the Hong Kong Science & Technology Parks Corporation). He is also an honorary life vice president of Poly U Development Foundation of the Hong Kong Polytechnic University.

Mr. Lee's appointment as a non-executive director has been renewed for a term of one year commencing from 1 September 2014 and is also subject to retirement by rotation and re-election at the AGM, in accordance with the provisions of the Bye-Laws. Pursuant to the appointment letter, Mr. Lee is currently entitled to an annual director fee of HK\$180,000, which is determined by reference to his responsibilities and duties with the Company. Save as disclosed, Mr. Lee did not hold any directorship in other listed public companies in the last three years or any position in other members of the Group.

As at the Latest Practicable Date, Mr. Lee has the following interests in shares of the Company within the meaning of Part XV of the SFO.

(a) Beneficial interests in shares of the Company

Number of ordinary share of HK\$0.1 each:

	Personal interests	Corporate interests	Total interests
Long positions	1,949,200	1,933,800 (<i>Note</i>)	3,883,000

Notes:

1,933,800 shares are held by Quick Fit Enterprises Limited, the entire issued shares of which is held by Mr. Lee.

(b) Beneficial interests in underlying shares of equity derivatives of the Company

Share options to be subscribed:

Date of share options granted	Number of share options outstanding	Exercise period	Exercise price per share
21 March 2014	200,000	21 March 2014- 20 March 2019	HK\$1.78

Mr. Lee does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

APPENDIX I DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Save as disclosed above, Mr. Lee does not have interests in shares of the Company within the meaning of Part XV of the SFO. Mr. Lee is not aware of any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules.

Mr. LEUNG Yu Ming, Steven, aged 56, has been an independent non-executive Director of the Group since 2004 and is a member of audit committee, remuneration committee and nomination committee of the Group. Mr. Leung holds a master degree in accounting from Charles Sturt University in Australia and a bachelor degree in social science from the Chinese University of Hong Kong. Mr. Leung is an associate member of The Institute of Chartered Accountants in England and Wales, a practising certified accountant of CPA Australia and a fellow member of The Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong respectively. Mr. Leung is also a practising certified public accountant in Hong Kong. Mr. Leung previously worked in Nomura International (Hong Kong) Limited as an assistant vice president in the International Finance and Corporate Finance Department. He commenced public practice in auditing and taxation since 1990. He is now the senior partner of a certified public accountants firm. Mr. Leung has over 30 years of experience in assurance, accounting, taxation, financial management and corporate finance. Mr. Leung is also an independent non-executive director of C C Land Holdings Limited, The Cross Harbour (Holdings) Limited, Y.T. Realty Group Limited and Yugang International Limited, all of which are companies listed on the Hong Kong Stock Exchange.

Mr. Leung's appointment as an independent non-executive Director shall be for a term of one year commencing from 1 April 2015 and is also subject to retirement by rotation and re-election at the AGM in accordance with the provisions of the Bye-Laws. Pursuant to the appointment letter, Mr. Leung is currently entitled to an annual director fee of HK\$216,000, which is determined by reference to his responsibilities and duties with the Company. Save as disclosed, Mr. Leung did not hold any directorship in other listed public companies in the last three years or any position in other members of the Group.

As at the Latest Practicable Date, Mr. Leung has the following interests in shares of the Company within the meaning of Part XV of the SFO.

(a) Beneficial interests in shares of the Company

Number of ordinary share of HK\$0.1 each:

	Personal interests	Total interests
Long positions	330,000	330,000

(b) Beneficial interests in underlying shares of equity derivatives of the Company

Share options to be subscribed:

Date of share options granted	Number of share options outstanding	Exercise period	Exercise price per share
21 March 2014	200,000	21 March 2014- 20 March 2019	HK\$1.78

APPENDIX I DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Mr. Leung does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Save as disclosed above, Mr. Leung does not have interests in shares of the Company within the meaning of Part XV of the SFO. Mr. Leung is not aware of any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules.

Dr. CHEUNG Nim Kwan, aged 67, has been an independent non-executive Director of the Group since 2004 and is a member of audit committee, remuneration committee and nomination committee of the Group. He was Chief Executive Officer of the Hong Kong Applied Science and Technology Research Institute (ASTRI), a 500-member R&D organization in the information and communications area established by the Hong Kong SAR Government. He has founded and served as the inaugural director of the National Engineering Research Centre for Application Specific Integrated Circuit Systems, the first National Engineering Centre established in Hong Kong. Prior to joining ASTRI, Dr. Cheung has held different research and senior management positions at AT&T Bell Labs, Bellcore, and Telcordia Technologies. He is a Telcordia Fellow and a Fellow of IEEE. Dr. Cheung served as the 18th President of the IEEE Communications Society, a global professional organization with 45,000 members in 180 chapters around the world. He was Editor-in-Chief of the IEEE Communications Magazine, and was appointed Chairman of the IEEE Fellow Committee in 2012-13, where he presided over the selection of all new IEEE Fellows worldwide. Dr. Cheung is an Honorary Professor of the Chinese University of Hong Kong, a member of the Hong Kong Research Grants Council, and has served as Consulting Professor at Stanford University. Dr. Cheung received his B.Sc. degree from the University of Hong Kong, and M.S. and Ph.D. degrees from the California Institute of Technology.

Dr. Cheung has not held any directorship in any listed company in the past three years or any position with the Company and any other members of the Company's group.

Dr. Cheung has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Dr. Cheung does not have any relationship with any other directors, senior management, substantial Shareholders or controlling Shareholders.

The Company entered into an appointment letter with Dr. Cheung for a term of one year commencing on 15 October 2014. Dr. Cheung is also subject to retirement and re-election at the first general meeting following his appointment and thereafter is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company. Dr. Cheung is entitled to an annual director's fee of HK\$216,000, which is determined by reference to his duties and responsibilities with the Company.

Save as disclosed above, Dr. Cheung is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his appointment and any information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolutions to be proposed at the AGM in relation to the proposed mandate to repurchase Shares (the “Proposed Repurchase Mandate”).

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number Shares in issue comprised 276,806,000 Shares. As at the same date, there were outstanding share options granted under the Company’s existing share option scheme entitling the holders thereof to subscribe for 36,000 Shares in total at an exercise price of HK\$1.750, 1,790,000 Shares in total at an exercise price of HK\$1.780 and 3,578,000 Shares in total at an exercise price of HK\$2.158.

Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the AGM, the Company will be allowed to repurchase up to 27,680,600 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date, during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by applicable law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

2. REASON FOR REPURCHASE

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

3. FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the memorandum of association and the Bye-laws and the applicable laws of Bermuda. It is presently proposed that any repurchase of Shares would be financed entirely from the Company’s available cash flow or working capital facilities. Any repurchase will be made out of funds of the Company permitted to be utilized in this connection, including profits otherwise available for distribution.

The Directors expect 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 Company’s audited accounts for the year ended 31 March 2015 in the event that the Proposed Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

4. SHARE PRICE

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the previous twelve months were as follows:

Month	Shares	
	Highest HK\$	Lowest HK\$
2014		
July	2.15	1.93
August	2.20	1.92
September	2.18	1.94
October	2.40	2.09
November	2.48	2.00
December	2.35	2.06
2015		
January	2.26	2.10
February	2.22	2.08
March	2.22	2.15
April	2.45	2.17
May	2.70	2.32
June	2.85	2.41
July (up to the Latest Practicable Date)	2.43	2.39

5. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates currently intends to sell any Share to the Company in the event that the Company is authorized to make purchases of the Shares.

No core connected person of the Company, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Share to the Company, or has undertaken not to do so in the event that the Company is authorized to make purchases of the Shares.

In the six months preceding the Latest Practicable Date, the Company had not repurchased any Share on the Stock Exchange or otherwise.

The Directors have undertaken to the Stock Exchange that they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

If as a result of a repurchase of Shares, 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 Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Superior View Inc. (which holds the Shares for C.H. Family Trust which was set up by Dr. Ng Chi Ho), Billion Linkage Limited (a company wholly and beneficially owned by Dr. Ng Chi Ho) and Dr. Ng Chi Ho (collectively “Controlling Shareholders”) held approximately 39.74%, 15.91% and 2.51% of the existing Shares in issue respectively and which in aggregate held approximately 58.16% of the existing Shares in issue. If the Proposed Repurchase Mandate is exercised in full, the percentage interests in the Company of Superior View Inc., Billion Linkage Limited and Dr. Ng Chi Ho would increase to approximately 44.16%, 17.68% and 2.78% respectively and the percentage interests in the Company of the Controlling Shareholders would in aggregate increase to approximately 64.62%. To the best knowledge and belief of the Directors, such increase in shareholding would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Proposed Repurchase Mandate to such extent as would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Proposed Repurchase Mandate.

NOTICE OF AGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



SUGA INTERNATIONAL HOLDINGS LIMITED

信佳國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 912)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Suga International Holdings Limited (the "Company") will be held at Unit A, 29/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on 6 August 2015 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited financial statements, the report of the directors and the independent auditor's report for the year ended 31 March 2015;
2. To declare a final dividend for the year ended 31 March 2015;
3. (a) Each as a separate resolution, to re-elect the following retiring directors;
 - (i) Dr. Ng Chi Ho
 - (ii) Dr. Ng Man Cheuk
 - (iii) Mr. Lee Kam Hung
 - (iv) Mr. Leung Yu Ming
 - (v) Dr. Cheung Nim Kwan

(b) to authorize the board of directors to fix the directors' remuneration;
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the board of directors to fix their remuneration; and

NOTICE OF AGM

As special business, to consider, and if thought fit, to pass the following resolutions, with or without modifications, as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares of HK\$0.10 each in the capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as defined below), the refreshment of the scheme limit of the share option scheme of the Company adopted on 6 August 2012 (the “Share Option Scheme”), up to 10 per cent of the number of Shares in issue as at the date of passing this resolution may be issued upon the exercise of such options (the “Refreshed Limit”) be and is hereby approved and that the Directors be and are hereby authorized, at their absolute discretion, to grant options to subscribe for Shares thereunder and to allot and issue Shares pursuant to the exercise of subscription rights under any options and to do all such acts and execute all such documents, as they consider necessary or desirable to implement the Share Option Scheme, to effect the Refreshed Limit and to vote on any matter connected therewith.”
6. **“THAT”**
 - (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
 - (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Right Issue (as defined below); (ii) an issue of shares as scrip dividends pursuant to the by-laws of the Company from time to time; or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company may be allotted and issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

NOTICE OF AGM

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

“Right Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company may be repurchase pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

NOTICE OF AGM

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 bye-laws of the Company or any applicable law to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
8. “**THAT** conditional upon the passing of Resolutions nos. 6 and 7 as set out in the notice of the annual general meeting of the Company dated 8 July 2015 (the “Notice”), the general mandate granted to the directors of the Company (the “Directors”) to exercise the powers of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to Resolution no. 6 as set out in the Notice be and is hereby extended by the addition, to the total number of shares of the Company which may be allotted by the Directors pursuant to such general mandate, of a number representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution no. 7 as set out in the Notice, provided that such number shall not exceed 10% of the total number of shares of the Company in issue at the date of passing this resolution.”

By Order of the Board
Suga International Holdings Limited
Ng Chi Ho
Chairman

Hong Kong, 8 July 2015

Notes:

- (1) A shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint one or more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding this Meeting or any adjournment thereof.
- (3) The Register of Shareholders of the Company will be closed from 4 August 2015 to 6 August 2015 (both days inclusive), during which period no transfer of shares in the Company will be registered, for the purpose of determining the identity of the shareholders entitled to attend and vote at this meeting. In order to be eligible to attend and vote at this meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 3 August 2015.

The Register of Shareholders of the Company will be closed from 12 August 2015 to 13 August 2015 (both days inclusive), during which period no transfer of shares in the Company will be registered, for the purpose of determining the entitlement of the shareholders to receive the proposed final dividend. Subject to the approval of the shareholders at this meeting, the proposed final dividend will be payable to the shareholder whose names appear on the Register of Shareholders of the Company on 13 August 2015. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 11 August 2015.

NOTICE OF AGM

- (4) Pursuant to Rule 13.39 (4) of the Listing Rules, all votes at the general meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39 (5) of the Listing Rules.
- (5) With regard to items 3 and 6 to 8 set out in this notice, a circular giving details of the proposed re-election of directors and the proposed general mandates to issue Shares and repurchase shares incorporating this notice will be dispatched to the shareholders of the Company on 8 July 2015.
- (6) This notice will also be available for viewing on the website of each of The Stock Exchanges at www.hkexnews.hk and the Company at www.suga.com.hk from 8 July 2015.
- (7) As at the date this notice, the board of Directors of the Company comprises Dr. NG Chi Ho, Mr. MA Fung On and Dr. Ng Man Cheuk as Executive Directors, Mr. LEE Kam Hung as Non-executive Director and Prof. WONG Sook Leung, Joshua, Mr. Leung Yu Ming, Steven, Mr. CHAN Kit Wang and Dr. Cheung Nim Kwan as Independent non-executive Directors.