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

If you have sold or transferred all your shares in **Bisu Technology Group International Limited** (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or 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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比速科技集團國際有限公司
Bisu Technology Group International Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1372)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES
AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company (the “**AGM**”) to be held at Room 1703-1704, Worldwide House, 19 Des Voeux Central, Central, Hong Kong on Wednesday, 12 June 2019 at 2:30 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith.

Whether or not you are able to attend and vote at the AGM (or any adjournment thereof), you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services 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 of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to be held on Wednesday, 12 June 2019 or any adjournment thereof, notice of the AGM (or any adjournment thereof) is set out on pages 16 to 20 of this circular
“Article(s)”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company (including independent non-executive Directors)
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Bisu Technology Group International Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1372)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“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
“Latest Practicable Date”	17 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)” or “Member(s)”	holder(s) of the Share(s)

DEFINITIONS

“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.



比速科技集團國際有限公司
Bisu Technology Group International Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1372)

Directors:

Executive Directors:

Mr. Xing Bin
Mr. Lam Wah

Independent Non-executive Directors:

Mr. Leung Tsz Wing
Mr. Zhang Guozhi
Mr. Ip Mei Shun

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681 Grand Cayman
KY1-1111
Cayman Islands

***Head Office and Principal Place
of Business in Hong Kong:***

Room 1001, 10/F.,
Wing On Centre,
111 Connaught Road Central,
Hong Kong

29 April 2019

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES
AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM to be held at Room 1703-1704, Worldwide House, 19 Des Voeux Central, Central, Hong Kong on Wednesday, 12 June 2019 at 2:30 p.m. including (i) granting of the New Issue Mandate to the Directors; (ii) granting of the New Repurchase Mandate to the Directors; (iii) extension of the New Issue Mandate; and (iv) re-election of Directors; and to give you notice of the AGM.

LETTER FROM THE BOARD

NEW ISSUE MANDATE AND NEW REPURCHASE MANDATE

At the annual general meeting of the Company held on 12 June 2018, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the AGM, will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (i) to allot, issue or deal with Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$400,000 (equivalent to 40,000,000 Shares) on the basis that the existing issued share capital of the Company of 200,000,000 Shares remains unchanged as at the date of the AGM) (the “**New Issue Mandate**”);
- (ii) to purchase Shares, on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$200,000 (equivalent to 20,000,000 Shares) on the basis that the existing issued share capital of the Company of 200,000,000 Shares remains unchanged as at the date of the AGM) (the “**New Repurchase Mandate**”); and
- (iii) to extend the New Issue Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the New Repurchase Mandate.

The New Issue Mandate and the New Repurchase Mandate, if granted, will remain effective 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 law or the Articles to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting.

In accordance with the requirements of the Listing Rules, the Company shall 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 New Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the New Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 83(3) of the Articles, a director appointed as an additional director should hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. On 12 November 2018, Mr. Lam Wah was appointed as an executive Director. On 28 November 2018, Mr. Leung Tsz Wing was appointed as an independent non-executive Director. On 28 February 2019, Mr. Zhang Guozhi was appointed as an independent non-executive Director. On 12 April 2019, Mr. Ip Mei Shun was appointed as an independent non-executive Director. In accordance with the Articles, Mr. Lam Wah, Mr. Leung Tsz Wing, Mr. Zhang Guozhi and Mr. Ip Mei Shun shall hold office until the AGM and shall retire and be eligible for re-election at the AGM.

All of the aforesaid Directors, being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Company (the “**Nomination Committee**”) has reviewed the re-election of the above Directors and recommended to the Board that the re-election be proposed for shareholders’ approval at the AGM.

The Nomination Committee, having reviewed the structure and composition of the Board and confirmation of independence provided by Mr. Leung Tsz Wing, Mr. Zhang Guozhi and Mr. Ip Mei Shun pursuant to Rule 3.13 of the Listing Rules, nominated Mr. Leung Tsz Wing, Mr. Zhang Guozhi and Mr. Ip Mei Shun to the Board for it to recommend to the Shareholders for re-election as independent non-executive Directors at the AGM.

The nomination was made in accordance with the below criteria set out in the Nomination Policy of the Company:

- Character and integrity.
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy.
- Willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments.
- Requirement for the Board to have independent directors in accordance with the Listing Rules (as amended from time to time) and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- Board Diversity Policy and any measurable objectives adopted by the Company for achieving diversity on the Board.
- Such other perspectives appropriate to the Company’s business.

LETTER FROM THE BOARD

The re-election of Directors was made in accordance with the below procedure set out in the Nomination Policy of the Company:

1. The Nomination Committee and/or the Board shall review the overall contribution and service to the Company of the retiring director including his/her attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board.
2. The Nomination Committee and/or the Board shall also review and determine whether the retiring director continues to meet the criteria as set out above.
3. The Nomination Committee and/or the Board shall then make recommendation to Shareholders in respect of the proposed re-election of director at the general meeting.

The Nomination Committee considers that Mr. Leung Tsz Wing, Mr. Zhang Guozhi and Mr. Ip Mei Shun will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Nomination Committee recommended Mr. Leung Tsz Wing, Mr. Zhang Guozhi and Mr. Ip Mei Shun to stand for re-election as independent non-executive Directors by the Shareholders at the AGM. The Board is satisfied that Mr. Leung Tsz Wing, Mr. Zhang Guozhi and Mr. Ip Mei Shun have the required character, integrity and experience to continue fulfilling the role of an independent non-executive Directors and consider Mr. Leung Tsz Wing, Mr. Zhang Guozhi and Mr. Ip Mei Shun to be independent.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the 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 particulars of Mr. Lam Wah, Mr. Leung Tsz Wing, Mr. Zhang Guozhi and Mr. Ip Mei Shun are set out in Appendix II to this circular.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM

The AGM is scheduled to be held on Wednesday, 12 June 2019. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 6 June 2019 to Wednesday, 12 June 2019, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 5 June 2019.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice of the AGM, which contains, among others, the ordinary resolutions to approve the New Issue Mandate, the New Repurchase Mandate and the extension of the New Issue Mandate and the re-election of Directors is set out on pages 16 to 20 in this circular.

A form of proxy for use at the AGM (or any adjournment thereof) is enclosed with this circular. Whether or not you are able to attend the AGM (or any adjournment thereof), you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event, no later than 48 hours before the time fixed for holding the AGM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY OF THE DIRECTORS

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 Board believes that the resolutions proposed in the notice of the AGM are in the best interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM (or any adjournment thereof).

LETTER FROM THE BOARD

MISCELLANEOUS

The English test of this circular shall prevail over the Chinese text in case of discrepancy.

Yours faithfully,
By order of the Board
Bisu Technology Group International Limited
Lam Wah
Executive Director

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the New Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors have no present intention for any repurchase of Shares but are seeking the granting of the New Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The Directors believe that it is in the best interests of the Company, the Group and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company, the Group and the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 200,000,000 Shares.

Subject to the passing of the ordinary resolution granting the New Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, i.e. being 200,000,000 Shares, the Directors would be authorised under the New Repurchase Mandate to repurchase, during the period in which the New Repurchase Mandate remains in force, Shares of an aggregate nominal amount not exceeding HK\$200,000 (equivalent to 20,000,000 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

Pursuant to the New Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or out of share premium account or, if authorised by the Articles and subject to the Companies Law, out of capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital of the Company.

The Directors do not propose to exercise the New Repurchase Mandate to such an 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, are from time to time appropriate for the Company. 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 financial statements contained in the annual report of the Company for the year ended 31 December 2018) in the event that the New Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period.

4. INTENTION OF DIRECTORS AND CONNECTED PERSONS TO SELL SHARES

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), have any present intention, if the New Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell Shares to the Company, or that they have undertaken not to do so, in the event that the granting of the New Repurchase Mandate is approved by the Shareholders.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the following months were as follows:

	PER SHARE	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	6.600	5.830
May	6.000	4.400
June	4.450	4.130
July	4.800	4.000
August	4.900	4.000
September	5.000	3.740
October	4.800	3.260
November	4.200	2.820
December	2.880	2.200
2019		
January	4.990	2.440
February	4.680	2.910
March	3.780	3.010
April (up to the Latest Practicable Date)	8.870	3.180

6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous 6 months (whether on the Stock Exchange or otherwise).

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the New Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. EFFECT OF TAKEOVERS CODE

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 purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholders' interest, 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.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the New Repurchase Mandate, the number of issued Shares will decrease from 200,000,000 to 180,000,000.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the controlling shareholder of the Company (as defined in the Listing Rules) were interested in 150,000,000 Shares representing 75% of the total issued share capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares, which is proposed to be granted pursuant to the New Repurchase Mandate, the shareholding of the controlling shareholder of the Company (namely Youth Force Asia Ltd.) would be increased to approximately 83.33% of the total issued share capital of the Company. Save as aforesaid, the Directors are not aware of any other consequences which would arise under the Takeovers Code as a consequence of any repurchases made pursuant to the New Repurchase Mandate.

As the exercise of the New Repurchase Mandate may result in the Company's public float falling below the prescribed minimum percentage level as required under the Listing Rules, the Directors have no present intention to exercise the power to repurchase Shares.

Set out below are details of the Director who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

Mr. Lam Wah, *Executive Director*

Mr. Lam Wah (“**Mr. Lam**”), aged 42, was appointed as an executive Director on 12 November 2018. Mr. Lam graduated from The Chinese University of Hong Kong with Bachelor of Business Administration — Professional Accountancy in 1999. He is also a member of the Hong Kong Institute of Certified Public Accountants and the fellow member of The Association of Chartered Certified Accountants.

Mr. Lam was the senior vice president of Strategic Investment of Imperial Pacific International Holdings Limited (stock code: 1076), a company listed on the Main Board of the Stock Exchange from 2015 to 2019. He was the vice president of Simsen International Corporation Limited (now known as Huarong International Financial Holdings Limited) (stock code: 993) from 2013 to 2015, a company listed on the Main Board of the Stock Exchange. He was the vice president of the Strategic Planning of Management Office of DBS Bank Ltd. from 2012 to 2013 and the vice president of Private Equity of DBS Bank Ltd. from 2007 to 2012. He was employed as the financial controller of Dickson Industrial Co., Ltd. from 2006 to 2007. He served as the finance manager of South China Printing Co. Ltd. from 2003 to 2006. He was an audit senior of PriceWaterhouseCoopers and Arthur Andersen from 1999 to 2003.

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

Mr. Lam has entered into a letter of appointment with the Company which may be terminated by either party giving to the other not less than one-month prior notice in writing. His directorship will be subject to retirement by rotation and re-election pursuant to the articles of association of the Company. He is entitled to a director’s fee of HK\$1,440,000 per annum, which has been determined by reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

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

As far as the Directors aware, Mr. Lam is not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Lam to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lam that need to be brought to the attention of the Shareholders.

Mr. Leung Tsz Wing, *Independent Non-executive Director*

Mr. Leung Tsz Wing (“**Mr. Leung**”), aged 35, was appointed as an independent non-executive Director on 28 November 2018. Mr. Leung is also a chairman of the audit committee, a member of each of the remuneration committee and the nomination committee of the Company. Mr. Leung is currently the Managing Partner of Avantfaire Investment Management Limited, a licensed corporation authorised by the Securities and Futures Commission (the “SFC”) conducting regulated activities of advising on securities and asset management in Hong Kong. Mr. Leung started his career at Deloitte Touche Tohmatsu and he has also been taking up the senior positions in various SFC licensed corporations, listed companies, family office and private equity fund. He has over 13 years of experience in direct investment, private equity, fund raising and financial reporting.

Mr. Leung obtained a Bachelor of Business Administration (Accounting & Finance) from the Hong Kong University of Science and Technology. He is a member of the Hong Kong Institute of Certified Public Accountants since 2009 and a fellow member since 2016. He also holds Chartered Financial Analyst (CFA) designation.

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

Mr. Leung has entered into a letter of appointment with the Company which may be terminated by either party giving to the other not less than one-month prior notice in writing. His directorship will be subject to retirement by rotation and re-election pursuant to the articles of association of the Company. He is entitled to a director’s fee of HK\$144,000 per annum, which has been determined by reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

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

As far as the Directors aware, Mr. Leung is not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Leung to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders.

Mr. Zhang Guozhi, *Independent Non-executive Director*

Mr. Zhang Guozhi (“**Mr. Zhang**”), aged 53, was appointed as an independent non-executive Director on 28 February 2019. Mr. Zhang is also a chairman of the nomination committee of the Company, a member of each of the audit committee and the remuneration committee of the Company. Mr. Zhang graduated from Renmin University of China and obtained a bachelor’s degree in law in 1991. Mr. Zhang served as a legal consultant in Ping An Insurance (Group) Company of China, Ltd. He also served as a manager in Deloitte & Touche Corporate Finance Limited. He was also a partner of Guangdong Jiangshanhong Law Firm* (廣東江山宏律師事務所). He is currently a senior partner of Dentons Law Offices, LLP* (大成律師事務所). Mr. Zhang specializes in overseas listing of enterprises, foreign investment, mergers and acquisitions.

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

Mr. Zhang has entered into a letter of appointment with the Company which may be terminated by either party giving to the other not less than one-month prior notice in writing. His directorship will be subject to retirement by rotation and re-election pursuant to the articles of association of the Company. He is entitled to a director’s fee of HK\$144,000 per annum, which has been determined by reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

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

As far as the Directors aware, Mr. Zhang is not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Zhang to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

Mr. Ip Mei Shun, *Independent Non-executive Director*

Mr. Ip Mei Shun (“**Mr. Ip**”), aged 44, is currently the Managing Partner of Avantfaire Investment Management Limited, which is licensed by the Hong Kong Securities and Futures Commission (“SFC”) for carrying out Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities. Mr. Ip started his career at Hong Kong Exchanges & Clearing Ltd (HKEx) followed by Hong Kong Monetary Authority (HKMA) during the period between 1997 and 2004. He was then employed by Canadian Imperial Bank of Commerce (CIBC) and Toronto-Dominion Bank (TD) in Canada during the period between 2004 and 2008. Mr. Ip has been working in Hong Kong again since then. He served as the assistant vice president of Citigroup Global Markets Asia Limited from 2008 to 2010, and the director of CTBC Private Bank responsible for investment advisory and portfolio management from 2012 to 2017.

Mr. Ip obtained an MBA degree from the Schulich School of Business at York University in Canada, an MSc Systems Engineering & Engineering Management degree from the Chinese University of Hong Kong, and a BSc Finance degree from the City University of Hong Kong. He also holds the designations of Chartered Financial Analyst (CFA), Financial Risk Manager (FRM), Certified Private Wealth Professional (CPWP) and Certified International Wealth Manager (CIWM).

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

Mr. Ip has entered into a letter of appointment with the Company which may be terminated by either party giving to the other not less than one-month prior notice in writing. His directorship will be subject to retirement by rotation and re-election pursuant to the articles of association of the Company. He is entitled to a director’s fee of HK\$144,000 per annum, which has been determined by reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

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

As far as the Directors aware, Mr. Ip is not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Ip to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Ip that need to be brought to the attention of the Shareholders.



比速科技集團國際有限公司
Bisu Technology Group International Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1372)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of Bisu Technology Group International Limited (the “**Company**”) will be held at Room 1703-1704, Worldwide House, 19 Des Voeux Central, Central, Hong Kong on Wednesday, 12 June 2019 at 2:30 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company and the independent auditor of the Company (the “**Auditor**”) for the year ended 31 December 2018.
2. To re-elect Mr. Lam Wah as an executive director of the Company.
3. To re-elect Mr. Leung Tsz Wing as an independent non-executive director of the Company.
4. To re-elect Mr. Zhang Guozhi as an independent non-executive director of the Company.
5. To re-elect Mr. Ip Mei Shun as an independent non-executive director of the Company.
6. To authorise the board of directors of the Company to fix the directors’ remuneration.
7. To re-appoint Zenith CPA Limited as the Auditor and authorise the board of directors of the Company to fix their remuneration.

NOTICE OF THE ANNUAL GENERAL MEETING

SPECIAL BUSINESS

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

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised 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 authorise the directors of the Company 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 aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company; or (iii) the exercise of option under a share option scheme of the Company or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (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 Articles of Association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings.

NOTICE OF THE ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company of any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of the Company thereof (subject to such exclusions or other arrangements as the directors of the Company 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 recognised regulatory body or any stock exchange).”

9. 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 of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which might be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings.”

NOTICE OF THE ANNUAL GENERAL MEETING

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

“**THAT**, subject to the passing of resolutions no. 8 and 9 set out in this notice, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with authorised and unissued shares of the Company pursuant to resolution no. 8 set out in this notice be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to resolution no. 9 set out in this notice, provided that such amount of shares of the Company shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

Yours faithfully,
By order of the Board
Bisu Technology Group International Limited
Lam Wah
Executive Director

Hong Kong, 29 April 2019

Notes:

1. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its 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. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member.
2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited of 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 fixed for holding the AGM (or any adjournment thereof).
4. Completion and return of the proxy form in respect of the proposed ordinary resolutions for the AGM will not preclude a member of the Company from attending and voting in person at the AGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the AGM (or any adjournment thereof) will be deemed to have been revoked.

NOTICE OF THE ANNUAL GENERAL MEETING

5. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
6. The register of members of the Company will be closed from Thursday, 6 June 2019 to Wednesday, 12 June 2019 (both days inclusive) for the purpose of determining the right to attend and vote at the AGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 5 June 2019.

As at the date of this notice, the executive Directors are Mr. Xing Bin and Mr. Lam Wah; and the independent non-executive Directors are Mr. Leung Tsz Wing, Mr. Zhang Guozhi and Mr. Ip Mei Shun.