
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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

**SITC International Holdings Company Limited****海豐國際控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock code: 1308)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of SITC International Holdings Company Limited to be held at Ballroom 6, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 4 May 2012 at 10:00 am is set out on pages 18 to 21 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.sitc.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

30 March 2012

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Proposed Re-election of Retiring Directors	4
3. Proposed Granting of General Mandates to Repurchase and Issue Shares	4
4. Annual General Meeting and Proxy Arrangement	5
5. Recommendation	5
6. Responsibility Statement	6
Appendix I — Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	7
Appendix II — Explanatory Statement on the Share Repurchase Mandate	14
Notice of Annual General Meeting	18

DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Ballroom 6, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 4 May 2012 at 10:00 am, or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 21 of this circular;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	SITC International Holdings Company Limited 海豐國際控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	the issuance mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue or deal with additional Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed ordinary resolution for approving the issuance mandate;
“Latest Practicable Date”	26 March 2012, 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;
“Memorandum”	the Memorandum and Articles of Association of the Company;
“PRC”	the People’s Republic of China;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shares(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Repurchase Mandate”	the share repurchase mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power to repurchase Shares with an aggregate nominal value not exceeding 10% aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed ordinary resolutions for approving the share repurchase mandate;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong.
“%”	percent.

LETTER FROM THE BOARD



SITC International Holdings Company Limited

海豐國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1308)

Executive Directors:

Yang Shaopeng (*Chairman*)
Yang Xianxiang (*Chief Executive Officer*)
Liu Kecheng
Li Xuexia
Xue Peng

Registered Office:

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

Non-executive Director:

Liu Rongli

Corporate Headquarter:

Rooms 2202-2203, 22/F,
Office Tower,
Convention Plaza,
1 Harbour Road,
Wanchai,
Hong Kong

Independent Non-executive Directors:

Tsui Yung Kwok
Yeung Kwok On
Lo Wing Yan, William
Ngai Wai Fung

Headquarter in the PRC::

No. 30, 1388 Zhangdong Road,
Pudong District, Shanghai, PRC

30 March 2012

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares respectively.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire at the Annual General Meeting. All of the retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the 2011 annual general meeting of the Company held on 29 April 2011, general mandates were granted to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange with an aggregate nominal value of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 5 of the notice (the "Notice") of the Annual General Meeting as set out on pages 18 to 21 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$25,897,000 (equivalent to 258,970,000 Shares), base on the 2,589,700,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting;
- (b) the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 6 of the Notice of the Annual General Meeting as set out on pages 18 to 21 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$51,794,000 (equivalent to 517,940,000 Shares), base on the 2,589,700,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are allotted/repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting; and
- (c) the extension of the Issuance Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The Share Repurchase Mandate and the Issuance Mandate will end at the earliest date of the next annual general meeting of the Company, or the date by which the next general meeting of the Company is required to be held by law or by the Articles of Association, or the date upon which such authority is revoked or varied by an ordinary resolution of the Company in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

With reference to the Share Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Share pursuant thereto.

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

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 21 of this circular.

Pursuant to the Listing Rules and the Company's Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.sitc.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the 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, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish.

5. RECOMMENDATION

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

LETTER FROM THE BOARD

6. 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

Yours faithfully,
For and on behalf of the Board
SITC International Holdings Company Limited
Yang Shaopeng
Chairman

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

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

(1) **Mr. Yang Xianxiang (楊現祥)**

Mr. Yang Xianxiang, aged 45, is the chief executive officer, an executive Director as well as a member of the Nomination Committee (“Nomination Committee”) and Remuneration Committee (“Remuneration Committee”) of our Company. Mr. Yang has been a director and chief executive officer of our Company since January 2008. He is actively involved in the management and the decision-making process of our Company. Mr. Yang graduated from Asia International Open University (Macau) with a master’s degree in Business Administration in 2000 and completed a chief executive officer class in Tsinghua University in 2003. He also received a master’s degree in business administration from China Europe International Business School in 2006. He completed a non-degree course in Sinology in Fudan University in 2009, which is a course on Chinese heritage classical study, and completed another non-degree Chief Executive Officer Class at the Cheung Kong Graduate School of Business in 2010. Mr. Yang has over 25 years of experience in the shipping industry through his employment in the shipping companies. In July 1987, Mr. Yang joined Lufeng Shipping Co., Ltd. (魯豐航運有限公司), a container shipping company, and was subsequently promoted to be a manager before he left in July 1997. From August 1997 to December 2001, he served as a general manager in SITC Container Lines (Shandong) Co., Ltd. (山東省海豐船務有限公司). Between January 2002 and January 2005, he served as executive vice president in SITC Maritime Group Co, Ltd. (“Shangdong SITC”) and as president in the same company between January 2005 and May 2007. From May 2007 to January 2008, he served as president of SITC Container Lines Co., Ltd. (新海豐集裝箱運輸有限公司) and as a chief executive officer of SITC Steamship (Shanghai) Co., Ltd.. Mr. Yang was appointed an executive Director on 9 April 2010 and was also appointed as the president of the SITC Logistics in November 2011.

Saved as disclosed above, Mr. Yang does not have any relationship with any Director, senior management or substantial Shareholder of the Company.

At the Latest Practicable Date, Mr. Yang had interest of 6,220,000 share options, of which 1,000,000 share options were granted on 25 October 2011, under the share option scheme adopted by the Company on 10 September 2010. Mr Yang also had interest of 11,776 shares in Resourceful Link Management Limited (“**Resourceful Link**”), an associated corporation of the Company within the meaning of Part XV of the SFO.

Mr. Yang has signed a three-year executive director service contract with the Company commencing from October 2010, the month that the Company is listed on the Stock Exchange and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He was retired and re-appointed at the 2011 annual general meeting held on 29 April 2011 as an executive Director.

Mr. Yang received an annual remuneration of HK\$1,450,000 and a discretionary bonus commensurate with his duties and responsibilities with the Company by reference to the Company’s remuneration policy.

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

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

(2) Mr. Liu Kecheng (劉克誠)

Mr. Liu Kecheng, aged 38, is an executive Director, joint company secretary and authorized representative of our Company. Mr. Liu has been a director of our Company since December 2006. Since October 2010, Mr. Liu has been appointed as the director for investment and securities, responsible for investments and equity funding. Mr. Liu graduated from Shandong Foreign Economic and Trade School in 1994 where he majored in foreign trade and accounting, and from Shandong University of Economics in 1996 where he majored in accounting. In 2005, he graduated from Renmin University of China majoring in accounting. He also received a master's degree in business administration from China Europe International Business School in 2007. Mr. Liu has over 18 years of experience in the shipping industry through his employment in the shipping companies. Mr. Liu worked at the finance department of Shandong Foreign Trade Corporation, a state-owned foreign trade corporation, from July 1994 to June 1998. From July 1998 to May 2000, he served as a finance manager in Shandong SITC International Container Storage and Transportation Company Limited (山東海豐國際集裝箱儲運有限公司). Between June 2000 and January 2003, he served as the manager of the finance centre and the deputy general manager of Shandong SITC. From January 2003 to October 2003, he served as the deputy general manager in the planning & development center of Shandong SITC. Between October 2003 and December 2006, Mr. Liu served as the general manager of the investment and development center in Shandong SITC. From December 2006 to January 2008, he served as the director and chief financial officer of SITC Group Company Limited and Shandong SITC. Mr. Liu was appointed an executive Director on 9 April 2010.

Saved as disclosed above, Mr. Liu does not have any relationship with any Director, senior management or substantial Shareholder of the Company.

As at the Latest Practicable Date, Mr. Liu had interest of 300,000 Shares and 1,100,000 share options, of which 300,000 share options were granted on 25 October 2011, under the share option scheme adopted by the Company on 10 September 2010. Mr. Liu also had interest of 2,205 shares in Resourceful Link, an associated corporation of the Company within the meaning of Part XV of the SFO.

Mr. Liu has signed a three-year executive director service contract with the Company commencing from October 2010, the month that the Company is listed on the Stock Exchange and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He was retired and re-appointed at the 2011 annual general meeting held on 29 April 2011 as an executive Director.

Mr. Liu received an annual remuneration of HK\$550,000 and a discretionary bonus commensurate with his duties and responsibilities with the Company by reference to the Company's remuneration policy.

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

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

(3) Mr. Tsui Yung Kwok (徐容國)

Mr. Tsui Yung Kwok, aged 43, is an independent non-executive Director, the chairman of the Audit Committee (“Audit Committee”) and a member of the Remuneration Committee of our Company. Mr. Tsui was appointed as our independent non-executive Director in September 2010. He was awarded a bachelor’s degree in business (accounting) from Curtin University of Technology, Australia in 1992 and a master’s degree in corporate governance from The Hong Kong Polytechnic University in 2007. Mr. Tsui has nearly 19 years of experience in accounting and finance through his senior position in an international accounting firm in Hong Kong from February 1994 to October 2003 and his office as the chief financial officer of Qin Jia Yuan Media Services Company Limited, a company listed on the Stock Exchange (Stock Code 2366) from 2003 to 2004. Mr. Tsui has been the chief financial officer and the company secretary of Ju Teng International Holdings Limited, a company listed on the Stock Exchange (Stock Code 3336), since 2004. Mr. Tsui became an executive director of Ju Teng International Holdings Limited in June 2005. Mr. Tsui has also served as an independent non-executive director of Shenguan Holdings (Group) Limited, a company listed on the Stock Exchange in 2009 (Stock Code 829), since September 2009. Mr. Tsui is a member of the Institute of Chartered Accountants in Australia, the Australian Society of Certified Practising Accountants, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries.

Saved as disclosed above, Mr. Tsui does not have any relationship with any Director, senior management and substantial Shareholder of the Company.

At the Latest Practicable Date, Mr. Tsui had interest of 400,000 share options, granted on 25 October 2011, under the share option scheme adopted by the Company on 10 September 2010.

Mr. Tsui has signed a 1-year independent non-executive director appointment letter with the Company commencing from October 2010, the month that the Company is listed on the Stock Exchange and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He was retired and re-appointed at the 2011 annual general meeting held on 29 April 2011 as an independent non-executive Director for one year until next annual general meeting of the Company.

Mr. Tsui receives an annual remuneration of HK\$160,000 and a remuneration of HK\$20,000 for taking up any one of the positions of board committees of the Company.

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

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

(4) Mr. Yeung Kwok On (楊國安)

Mr. Yeung Kwok On, aged 51, is an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Nomination Committee of our Company. Mr Yeung was appointed as our independent non-executive Director in September 2010. He is a Philips Chair Professor of human resources management at China Europe International Business School. He received a Ph.D. of business administration from University of Michigan in 1990. Mr. Yeung worked in Acer Group as chief human resources Officer from early 1999 to June 2002. During the same period of time, he simultaneously served as the president of Aspire Academy under Acer Foundation. Mr. Yeung is a member of five editorial advisory boards, including Harvard Business Review (PRC), Human Resources Management Journal (USA), and Human Relations Journal (USA). Mr. Yeung is an expert in organizational capabilities, human resources strategy, and leadership development. He is an independent director of Trina Solar Limited, a company listed on the New York Stock Exchange (NYSE: TSL) and an independent non-executive director of Kingdee International Software Group Company Limited, a company listed on the Stock Exchange (Stock Code 268), respectively. Mr. Yeung also serves as independent board director for other three private corporations, and advises chief executive officers of several leading Chinese firms.

Saved as disclosed above, Mr. Yeung does not have any relationship with any Director, senior management and substantial Shareholder of the Company.

At the Latest Practicable Date, Mr. Yeung had interest of 400,000 share options, granted on 25 October 2011, under the share option scheme adopted by the Company on 10 September 2010 and 500,000 Shares.

Mr. Yeung has signed a 1-year independent non-executive director appointment letter with the Company commencing from October 2010, the month that the Company is listed on the Stock Exchange and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He was retired and re-appointed at the 2011 annual general meeting held on 29 April 2011 as an independent non-executive Director for one year until next annual general meeting of the Company.

Mr. Yeung receives an annual remuneration of HK\$160,000 and a remuneration of HK\$20,000 for taking up any one of the positions of board committees of the Company.

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

(5) Dr. Lo Wing Yan, William (盧永仁博士)

Dr. Lo Wing Yan, William, aged 51, was appointed as an independent non-executive Director and a member of the Audit Committee and Nomination Committee of our Company in September 2010. He received an M. Phil. and a Ph.D. degree, both from the University of Cambridge in England in March

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

1986 and March 1988, respectively. Dr. Lo is the founder and chairman of Strategenes Limited. Dr. Lo was also a Bye-Fellow of Downing College, the University of Cambridge. In 1999, he was appointed as a Justice of Peace (J.P.) by the government of the Hong Kong. In 2003, he was appointed as a Member of Shantou Committee of the Chinese People's Political Consultative Conference. Dr. Lo is an Adjunct Professor of The School of Business of Hong Kong Baptist University as well as that of the Faculty of Business, Hong Kong Polytechnic University. He is also a governor of an independent school the ISF Academy as well as Junior Achievement Hong Kong. Dr. Lo is currently an independent non-executive director of Nam Tai Electronics, Inc. (New York Stock Exchange: NTE), Westminster Travel Limited (Singapore Stock Exchange: WTL), South China Land Limited (GEM of the Stock Exchange, Stock Code 8155) and Varitronix International Limited (the Stock Exchange, Stock Code 710),

Dr. Lo was an executive director, vice chairman, managing director and the chief financial officer of I.T. Limited (the Stock Exchange, Stock Code 999) from May 2006 to June 2009.

Saved as disclosed above, Dr. Lo does not have any relationship with any Director, senior management and substantial Shareholder of the Company.

At the Latest Practicable Date, Dr. Lo had interest of 400,000 share options, granted on 25 October 2011, under the share option scheme adopted by the Company on 10 September 2010.

Dr. Lo has signed a 1-year independent non-executive director appointment letter with the Company commencing from October 2010, the month that the Company is listed on the Stock Exchange and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He was retired and re-appointed at the 2011 annual general meeting held on 29 April 2011 as an independent non-executive Director for one year until next annual general meeting of the Company.

Dr. Lo receives an annual remuneration of HK\$160,000 and a remuneration of HK\$20,000 for taking up any one of the positions of board committees of the Company.

Save for the information disclosed above, there is no information which is discloseable nor is Dr. Lo involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Dr. Lo that need to be brought to the attention of the Shareholders.

(6) **Mr. Ngai Wai Fung (魏偉峰)**

Mr. Ngai Wai Fung, aged 50, was appointed as an independent non-executive Director as well as a member of the Audit Committee, Remuneration Committee and Nomination Committee of our Company in September 2010. Mr. Ngai is currently a vice president of the Hong Kong Institute of Chartered Secretaries. He was a director and head of listing services of KCS Hong Kong Limited (formerly the corporate and commercial divisions of KPMG and Grant Thornton), an independent integrated corporate services provider. Mr. Ngai was the company secretary of Industrial and Commercial Bank of China (Asia) Limited (中國工商銀行(亞洲)有限公司), a company listed on Stock

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

Exchange (Stock Code 349), in 2005, the company secretary of China Unicom Limited (中國聯通股份有限公司), a company listed on Stock Exchange (Stock Code 762), from 2001 to 2003, an executive director, the company secretary and the chief financial officer of Oriental Union Holdings Limited (東聯控股有限公司) (now known as CY Foundation Group Limited) (中青基業集團有限公司), a company listed on the Stock Exchange from 1999 to 2001, which was involved in the business of feeder operation and management, sea and air freight-forwarding and depot services. Mr. Ngai has led or participated in a number of significant corporate finance projects including listing, mergers and acquisitions as well as issuance of debt securities, and the provision of professional services and support to many state-owned enterprises and red-chip companies in the areas of regulatory compliance, corporate governance and secretarial services. Mr. Ngai received a master's degree in business administration from Andrews University of Michigan in 1992 and a master's degree in corporate finance from Hong Kong Polytechnic University in 2002 and a Ph. D degree from Shanghai University of Finance and Economics in 2012. Mr. Ngai is a member of the Association of Chartered Certified Accountants in the United Kingdom, a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Institute of Chartered Secretaries and Administrators and a fellow of the Hong Kong Institute of Company Secretaries, a fellow of the Hong Kong Institute of Directors and a member of the Hong Kong Securities Institute. Mr. Ngai is currently an independent non-executive director of Bosideng International Holdings Limited (the Stock Exchange, Stock Code 3998), China Railway Construction Limited (the Stock Exchange, Stock Code 1186), BaWang International (Group) Holdings Limited (the Stock Exchange, Stock Code 1338), Powerlong Real Estate Holdings Limited (the Stock Exchange, Stock Code 1238), Sany Heavy Equipment International Holdings Company Limited (the Stock Exchange, Stock Code 631), Biostime International Holdings Limited (the Stock Exchange, Stock Code 1112) and China Coal Energy Company Limited (the Stock Exchange, Stock Code 1898).

Mr. Ngai was independent non-executive director of Franshion Properties (China) Limited (Stock Exchange, Stock Code 817) from May 2007 to June 2011, China Life Insurance Company Limited (Stock Exchange, Stock Code 2628) from December 2006 to May 2009.

Saved as disclosed above, Mr. Ngai does not have any relationship with any Director, senior management and substantial Shareholder of the Company.

At the Latest Practicable Date, Mr. Ngai had interest of 400,000 share options, granted on 25 October 2011, under the share option scheme adopted by the Company on 10 September 2010.

Mr. Ngai has signed a 1-year independent non-executive director appointment letter with the Company commencing from October 2010, the month that the Company is listed on the Stock Exchange and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He was retired and re-appointed at the 2011 annual general meeting held on 29 April 2011 as an independent non-executive Director for one year until next annual general meeting of the Company.

Mr. Ngai receives an annual remuneration of HK\$160,000 and a remuneration of HK\$20,000 for taking up any one of the positions of board committees of the Company.

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

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

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,589,700,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the Notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 2,589,700,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to HK\$25,897,000 (equivalent to 258,970,000 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company the flexibility that would be beneficial to the Company and its Shareholders as a whole.

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

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2011) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the

Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2011	5.50	4.00
April 2011	4.85	4.15
May 2011	4.65	4.23
June 2011	4.78	4.12
July 2011	4.22	3.24
August 2011	3.33	2.29
September 2011	2.63	1.60
October 2011	2.32	1.48
November 2011	2.18	1.57
December 2011	2.03	1.63
January 2012	2.15	1.87
February 2012	3.00	2.00
March 2012 (<i>up to the Latest Practicable Date</i>)	2.72	2.30

6. GENERAL

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

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 any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

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

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Yang Shaopeng, Better Master Investments Limited ("Better Master") and Resourceful Link are controlling shareholders of the Company (as defined in the Listing Rules), which are interested in 1,431,898,158 Shares representing approximately 55.29% of the total issued share capital of the Company. Resourceful Link is 76.67% owned by Better Master which is wholly-owned by Pengli Holdings Limited, a company wholly-owned by Barclays Wealth Trustees (Hong Kong) Limited, as the trustee holding such interests for the beneficiaries of the Pengli Trust, namely Mr. Yang Shaopeng and his family. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the aggregate shareholding of Mr. Yang Shaopeng, Better Master and Resourceful Link would be increased to approximately 61.44% of the issued share capital of the Company.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company has repurchased a total of 10,300,000 Shares of the Company on the Stock Exchange and the details of the share repurchases are set out below.

Date of Purchase	No. of Shares Repurchased	Purchase Price Per Share	
		Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>
14 December 2011	1,600,000	1.75	1.72
15 December 2011	1,600,000	1.73	1.71
16 December 2011	1,398,000	1.79	1.74
19 December 2011	1,302,000	1.77	1.74
20 December 2011	2,500,000	1.80	1.76
21 December 2011	500,000	1.88	1.86
28 December 2011	260,000	2.00	1.95
29 December 2011'	740,000	2.00	1.97
30 December 2011	400,000	2.00	1.99

NOTICE OF ANNUAL GENERAL MEETING



SITC International Holdings Company Limited

海豐國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1308)

Notice is hereby given that an Annual General Meeting (the “**Annual General Meeting**”) of SITC International Holdings Company Limited (the “**Company**”) will be held at Ballroom 6, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 4 May 2012 at 10:00 am for the following purposes:

As ordinary business:-

1. To receive the audited consolidated financial statements of the Company and the reports of the board (the “**Board**”) of directors (the “**Directors**”) and auditors for the year ended 31 December 2011.
2. To declare a final dividend of HK\$12 cents per share for the year ended 31 December 2011.
3.
 - (a) To re-elect Mr. Yang Xianxiang as executive Director.
 - (b) To re-elect Mr. Liu Kecheng as executive Director.
 - (c) To re-elect Mr. Tsui Yung Kwok as independent non-executive Director.
 - (d) To re-elect Mr. Yeung Kwok On as independent non-executive Director.
 - (e) To re-elect Dr. Lo Wing Yan, William as independent non-executive Director.
 - (f) To re-elect Mr. Ngai Wai Fung as independent non-executive Director.
 - (g) To authorize the Board to fix the respective Directors’ remuneration.
4. To re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

5. **“THAT:**

- (a) subject to paragraph 5(b) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws, rules and regulations;
- (b) the aggregate nominal amount of shares of the Company which are authorised to be purchased pursuant to the mandate in paragraph 5(a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. **“THAT:**

- (a) subject to paragraph 6(c) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, rules and regulations;
- (b) the mandate in paragraph 6(a) above shall authorize 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;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph 6(a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum and articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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

7. **“THAT** conditional upon the passing of resolutions set out in paragraphs 5 and 6 above, the general mandate referred to in the resolution set out in paragraph 6 above be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors

NOTICE OF ANNUAL GENERAL MEETING

pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in paragraph 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By Order of the Board
SITC International Holdings Company Limited
Yang Shaopeng
Chairman

30 March 2012

Notes:

1. All resolutions at the meeting (except for procedural and administrative matter) will be taken by poll 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 Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A member who is a holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a member of the Company but must present in person at the Annual General Meeting. 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.
3. A form of proxy for the Annual General Meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 2 May 2012 to Friday, 4 May 2012, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 30 April 2012.
5. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 10 May 2012 to Monday, 14 May 2012, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 9 May 2012.
6. A circular containing further details concerning paragraphs 3, 5, 6 and 7 set out in the above notice will be sent to all shareholders of the Company together with the 2011 Annual Report.