

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this supplemental 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 PacRay International Holdings Limited, you should at once hand this supplemental circular, together with the enclosed second 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 the transferee.

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

---



太 睿 國 際 控 股 有 限 公 司

**PacRay International Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1010)**

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO  
THE SHAREHOLDERS DATED 26 APRIL 2019  
IN RELATION TO  
THE RE-ELECTION OF DIRECTOR  
AT THE ANNUAL GENERAL MEETING AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

---

This supplemental circular should be read together with the circular issued by PacRay International Holdings Limited (the “**Company**”) to its shareholder dated 26 April 2019 and the notice convening an annual general meeting of the Company (the “**Annual General Meeting**”) at Room 1703-1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 14 June 2019 at 11:00 a.m.

A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. 11:00 a.m. on 12 June 2019) or at any adjournment thereof (as the case may be). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof (as the case may be) should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

29 May 2019

---

## CONTENTS

---

	<i>Page</i>
<b>Letter from the Board</b> .....	1
1. Introduction .....	1
2. Proposed Re-election of Directors .....	2
3. Supplemental Notice of Annual General Meeting and Second Proxy Form .....	2
4. Recommendation .....	3
5. Responsibility Statement .....	4
<b>Appendix I – Details of the Additional Retiring Director</b> .....	5
<b>Supplemental Notice of Annual General Meeting</b> .....	6

---

LETTER FROM THE BOARD

---



太 睿 國 際 控 股 有 限 公 司  
**PacRay International Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1010)**

*Executive Directors:*

Yang Lin (*Chairman*)

Wei Xiao (*Chief Executive Officer*)

Xu Yinsheng

Leung Pok Man

Lau Mei Ying

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Non-executive Director:*

Zhou Danqing

*Principal Place of Business in*

*Hong Kong:*

Unit 902, Unicorn Trade Centre

127-131 Des Voeux Road Central

Hong Kong

*Independent non-executive Directors:*

Lee Man To

Choi Yee Man

Zhang Shengdong

29 May 2019

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO  
THE SHAREHOLDERS DATED 26 APRIL 2019  
IN RELATION TO  
THE RE-ELECTION OF DIRECTOR  
AT THE ANNUAL GENERAL MEETING AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

This supplemental circular should be read together with the circular of the Company dated 26 April 2019 (the “**Circular**”) which contains, inter alia, the notice of the Annual General Meeting of which one of the agenda items is the re-election of retiring Directors of the Company. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to give you further information relating to re-election of the additional retiring Director at the Annual General Meeting, and to give you a supplemental notice of the Annual General Meeting and the Second Proxy Form.

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED RE-ELECTION OF DIRECTORS

As at 24 May 2019 (being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information referred to in this supplemental circular the “**Latest Practicable Date**”), the Board comprises nine Directors namely Mr. Yang Lin, Mr. Wei Xiao, Mr. Xu Yinsheng, Mr. Leung Pok Man, Ms. Lau Mei Ying, Mr. Zhou Danqing, Mr. Lee Man To, Ms. Choi Yee Man and Dr. Zhang Shengdong. Subsequent to the despatch of the Circular and as disclosed in the announcement of the Company dated 26 April 2019 in relation to, among other things, the appointment of executive Director, Mr. Xu Yinsheng (“**Mr. Xu**”) has been appointed as executive Director with effect from 25 April 2019. According to Bye-laws, any Director appointed as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Xu shall retire from office as Director at the Annual General Meeting and being eligible, offer himself for re-election.

As a result, there are now six retiring Directors standing for re-election as Directors at the Annual General Meeting. The resolution relating to the re-election of Mr. Xu is set out in the supplemental notice of the Annual General Meeting.

Brief biographical details of Mr. Xu are set out in Appendix I to this supplemental circular.

### 3. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the notice of the Annual General Meeting and the form of proxy (the “**First Proxy Form**”) sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Xu as Director as set out in this supplemental circular, a supplemental notice of Annual General Meeting has been set out on page 6 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the Second Proxy Form in accordance with the instructions printed on it and return the completed Second Proxy Form to the branch share registrar of the Company in Hong Kong (the “**Branch Registrar**”), Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. at 11:00 a.m. on 12 June 2019) or any adjournment thereof (as the case may be) (the “**Closing Time**”). Shareholders who have appointed or intend to appoint proxy to attend the Annual General Meeting are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

A Shareholder who has not yet lodged the First Proxy Form with the Branch Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Branch Registrar.

---

## LETTER FROM THE BOARD

---

A Shareholder who has already lodged the First Proxy Form with the Branch Registrar should note that:

- (i) If no Second Proxy Form is lodged with the Branch Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting (including, if properly put, the resolutions for the re-election of Mr. Xu as executive Director as set out in this supplemental circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Second Proxy Form is lodged with the Branch Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Second Proxy Form is lodged with the Branch Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Branch Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Branch Registrar before the Closing Time.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the Annual General Meeting or any adjourned meeting thereof and voting in person should they so wish.

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, custodian or securities broker) or registered in the name of your nominee, you will not receive the Second Proxy Form directly from the Company, and you will need to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend, speak and vote at the Annual General Meeting, you should seek authorisation to do so from your intermediary/nominee directly.

#### **4. RECOMMENDATION**

In addition to the recommendation contained in the Circular, the Directors are of the opinion that the proposed re-election of Mr. Xu as executive Director as set out in this supplemental circular is in the interests of the Company and its Shareholders and recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

### 5. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading. **Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.**

Yours faithfully,

For and on behalf of the Board

**PacRay International Holdings Limited**

**Yang Lin**

*Chairman and Executive Director*

**1. Mr. Xu Yinsheng, Executive Director**

Mr. Xu Yinsheng, aged 35, was appointed as an executive Director on 25 April 2019. Mr. Xu graduated from Shanghai University of Engineering Science (上海工程技術大學) with a bachelor's degree of Aircraft Mechanical and Electrical Equipment Maintenance in 2006. Mr. Xu is currently an assistant director of Zhongying Holdings Group Limited – Shanghai branch\* (中盈控股集團有限公司 – 上海分公司) since December 2018. Also, Mr. Xu is currently a director of Xinjiang Hongkun Engineering Technology Co., Ltd.\* (新疆泓坤工程技術股份有限公司) (NEEQ: 833867) since September 2018. Mr. Xu was a manager of maintenance control center (MCC Manager) of Shanghai Meridian Business Aviation Co., Ltd.\* (上海子午線公務航空有限公司) from October 2017 to November 2018. Mr. Xu was a chairman of the board and a director of Shanghai Zhuoya Aviation Service Co., Ltd.\* (上海卓雅航空服務有限公司) from May 2018 to October 2018. Mr. Xu has extensive experience in the area of aviation industry.

Save as disclosed above, Mr. Xu does not hold any directorship in other public listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

A letter of appointment has been entered into between Mr. Xu and the Company, and which may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Xu is entitled to a director's fee of HK\$480,000 per annum, by reference to his background, qualification, experience, level of responsibilities undertaken with the Company and prevailing market conditions. His directorship shall be subject to the rotation and retirement requirements set out in the Bye-laws of the Company and is eligible for re-election. Mr. Yang will hold office until the Annual General Meeting and, all being eligible, have offered himself for re-election at the Annual General Meeting in accordance with the Bye-laws.

As far as the Directors aware, Mr. Xu does not hold any other position with the Company or subsidiaries of the Company. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As far as the Directors aware, Mr. Xu did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no other information of Mr. Xu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders in relation to his appointment.

\* For identification purposes only

---

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

---



太 睿 國 際 控 股 有 限 公 司  
**PacRay International Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1010)**

This notice is supplemental to the notice of the annual general meeting (the “**Notice**”) dated 26 April 2019 issued by PacRay International Holdings Limited (the “**Company**”) to convene the annual general meeting (the “**Annual General Meeting**”) of the Company at Room 1703-1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 14 June 2019 at 11:00 a.m.

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the Notice. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 26 April 2019. Apart from the amendments stated below, all the information contained in the Notice remains valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 29 May 2019, this **SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Annual General Meeting will be held at Room 1703-1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 14 June 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company (with or without modifications), in addition to the resolutions set out in the Notice:

### **ORDINARY RESOLUTIONS**

#### **Ordinary business**

2. (g) To re-elect Mr. Xu Yinsheng as executive director of the Company.

By order of the Board  
**PacRay International Holdings Limited**  
**Yang Lin**  
*Chairman and Executive Director*

Hong Kong, 29 May 2019

*Notes:*

1. A second form of proxy (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 29 May 2019 (the “**Supplemental Circular**”). Please refer to pages 2 to 3 of the Supplemental Circular for special arrangements about completion and submission of the Second Proxy Form.
2. Please refer to the Notice for details of the other ordinary resolutions to be passed at the Meeting, closure of the register of members of the Company and eligibility for attending the Annual General Meeting, proxy and other relevant matters.