

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 Freetech Road Recycling Technology (Holdings) 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.

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英達公路再生科技(集團)有限公司

Freetech Road Recycling Technology (Holdings) Limited

(incorporated in the Cayman Islands with limited liability)

(stock code: 6888)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
AND
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 Freetech Road Recycling Technology (Holdings) Limited to be held at 23/F., Euro Trade Centre, 21–23 Des Voeux Road Central, Hong Kong on Friday, 2 June 2017 at 3:00 p.m. is set out on pages 16 to 19 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.freetech-holdings.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, 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 the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

25 April 2017

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 | 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 | 12 |
| Notice of Annual General Meeting | 16 |

DEFINITIONS

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

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| “Annual General Meeting” | the annual general meeting of the Company to be held at 23/F., Euro Trade Centre, 21–23 Des Voeux Road Central, Hong Kong on Friday, 2 June 2017 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular, or any adjournment thereof; |
| “Articles of Association” | the articles of association of the Company as amended from time to time; |
| “Board” | the board of Directors; |
| “Company” | Freotech Road Recycling Technology (Holdings) Limited (英達公路再生科技(集團)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)” | director(s) of the Company; |
| “Group” | the Company and its subsidiaries from time to time; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Issuance Mandate” | the general and unconditional mandate proposed under Ordinary Resolution 5 as set out in the notice of the Annual General Meeting in its present or any amended form to be granted to the Directors to (i) allot and issue Shares up to an aggregate nominal amount not exceeding 20% of the aggregate nominal value of the issued share capital of the Company on the date of the passing of the ordinary resolutions; and (ii) to extend the mandate in (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company made pursuant to and in accordance with the Share Repurchase Mandate; |
| “Latest Practicable Date” | 20 April 2017, 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; |

DEFINITIONS

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| “Memorandum” | the memorandum of association of the Company as amended from time to time; |
| “Ordinary Resolution” | the proposed ordinary resolution(s) as referred to in the notice of the Annual General Meeting; |
| “PRC” | the People’s Republic of China; |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong; |
| “Shareholder(s)” | holder(s) of Share(s); |
| “Share Repurchase Mandate” | the general and unconditional mandate proposed under Ordinary Resolution 4 as set out in the notice of the Annual General Meeting in its present or any amended form to be granted to the Directors to repurchase the Shares up to an aggregate nominal amount not exceeding 10% of the aggregate nominal value of the issued share capital of the Company on the date of the passing of the said ordinary resolution; |
| “Share(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; |
| “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; and |
| “%” | per cent. |

In this circular, the terms “close associate(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary/subsidiaries” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD



英達公路再生科技(集團)有限公司

Fretech Road Recycling Technology (Holdings) Limited

(incorporated in the Cayman Islands with limited liability)

(stock code: 6888)

Executive Directors:

Mr. Sze Wai Pan

(Chairman and Chief Executive Officer)

Ms. Sze Wan Nga

Mr. Zhang Yifu

Mr. Chan Kai King

Non-executive Directors:

Dr. Chan Yan Chong

Mr. Wang Lei

Independent Non-executive Directors:

Ms. Yeung Sum

Mr. Tang Koon Yiu, Thomas

Mr. Lau Ching Kwong

Registered Office:

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Group Headquarters and Principal

Place of Business in Hong Kong:

29/F, Chinachem Century Tower

178 Gloucester Road

Wanchai, Hong Kong

25 April 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
AND
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; (ii) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares respectively; and (iii) the notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, Ms. Sze Wan Nga, Mr. Chan Kai King and Mr. Lau Ching Kwong shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with Article 83 of the Articles of Association, Dr. Chan Yan Chong, who was appointed as non-executive Director by the Board on 31 October 2016, being eligible, will offer himself for re-election at the Annual General Meeting.

Mr. Lau Ching Kwong, being an independent non-executive Director eligible for re-election at the Annual General Meeting, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Further, the Company is of the view that Mr. Lau Ching Kwong meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Biographical and other details of the above retiring Directors are set out in Appendix I to this circular. At the Annual General Meeting, separate ordinary resolutions will be proposed to approve their re-election.

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

At the annual general meeting of the Company held on 27 May 2016, general unconditional 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 repurchase Shares 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 Ordinary Resolution 4 of the notice of the Annual General Meeting as set out on page 17 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$10,790,000 (equivalent to 107,900,000 Shares) on the basis of the issued share capital of the Company as at the Latest Practicable Date and no further Shares being issued or repurchased before 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 Ordinary Resolution 5 of the notice of the Annual General Meeting as set out on pages 17 to 18 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$21,580,000 (equivalent to 215,800,000 Shares) on the

LETTER FROM THE BOARD

basis of the issued share capital of the Company as at the Latest Practicable Date and no further Shares being issued or repurchased before the Annual General Meeting); and

- (c) the extension of the Issuance Mandate by adding to it the aggregate nominal amount of any Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The Share Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in Ordinary Resolutions 4 and 5 of the notice of the Annual General Meeting as set out on pages 17 to 18 of this circular.

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 Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide 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 16 to 19 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. 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.freotech-holdings.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 Company's branch share registrar in Hong Kong, 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 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. In such event, the instrument appointing a proxy shall be deemed to be revoked.

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| LETTER FROM THE BOARD |
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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. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Fretech Road Recycling Technology (Holdings) Limited
Sze Wai Pan
Chairman

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

POSITION, EXPERIENCE AND LENGTH OF SERVICE

(1) Ms. Sze Wan Nga

Ms. Sze Wan Nga (“**Ms. Sze**”), aged 43, was appointed an executive Director and a member of remuneration committee of the Company in June 2011 and June 2013, respectively. She joined the Group in September 2000. She is also a director of several major PRC operating subsidiaries of the Group. Ms. Sze obtained the Master of Business Administration degree from Hong Kong Baptist University in November 2004, and a Bachelor of Combined Science degree from Hong Kong Baptist University in November 1995, majoring in applied physics. She has over 16 years of experience in executive management and is primarily responsible for finance and overall operation of the Group. Ms. Sze is the sister of Mr. Sze Wai Pan, the founder of the Group and Chairman, chief executive officer and one of the executive directors of the Company.

(2) Mr. Chan Kai King

Mr. Chan Kai King (“**Mr. Chan**”), aged 49, was appointed an executive Director in August 2012. He joined the Group in September 2000. Mr. Chan became the head of the engineering and mechanical design institute of a major operating subsidiary of the Group in May 2005. Mr. Chan received a master’s degree in mechanical engineering in October 2011 from the Hong Kong Polytechnic University and a bachelor’s degree in manufacturing engineering in December 1994 from the City Polytechnic of Hong Kong (currently known as City University of Hong Kong). Mr. Chan has over 10 years of experience in the mechanical engineering industry and is primarily responsible for research and development of products and technology of the Group.

(3) Mr. Lau Ching Kwong

Mr. Lau Ching Kwong (“**Mr. Lau**”), aged 74, joined in August 2012 as an independent non-executive Director. He is also a member of each of the audit committee and the nomination committee of the Company. Mr. Lau has been an executive director of transportation of AECOM Asia Co. Ltd (艾奕康有限公司) since June 2003, mainly focusing on consulting work for infrastructure constructions in the PRC. Mr. Lau worked for the Government of Hong Kong for over thirty years, mainly responsible for design and construction of public works. He served many roles including the chief engineer of Tsing Ma Bridge, the deputy director of the Highways Department (路政署), the director of the Civil Engineering and Development Department (土木工程署) respectively. Mr. Lau obtained a doctorate degree in engineering from Tsinghua University (清華大學) in June 1998, a master’s degree majoring in bridge engineering in December 1970 from the University of Surrey, and a diploma in building in July 1963 from Hong Kong Technical College (now known as the Hong Kong Polytechnic University). Mr. Lau is a first class registered structural engineer recognised by the National Administration Board of Engineering Registration (Structural) of the PRC (全國註冊工程師管理委員會(結構)) in March 2002. He is a council member of China Civil Engineering Society (中國土木工程學會) since 2002 and a standing committee member since December 2008. Mr. Lau has over 40 years of experience in civil engineering.

(4) Dr. Chan Yan Chong

Dr. Chan Yan Chong (“**Dr. Chan**”), aged 65, was appointed as a non-executive director of the Company in October 2016. He graduated from Nanyang University in Singapore with a degree in Mathematics. Then he obtained a Master’s degree in Operational Research at Lancaster University and Doctorate in Management Sciences at Manchester University. Dr. Chan worked as programme director for the Master of Business Administration degree programme and associate professor in the Department of Management Sciences at City University of Hong Kong. He is currently a director of Au Chan Investment Limited. In 2001, Dr. Chan won the best commercial application research award from City University of Hong Kong. In 2007, Dr. Chan was awarded the Medal of Honor (M.H.) from the Government of Hong Kong, and Nanyang Alumnus Award from Nanyang Technological University, and obtained the International Financial Awards of Excellence for his Distinguished Financial Research by Chinese Institute of Certified Financial Planners. He has published 50 professional books and more than 5,000 articles, and is also a feature column writer for many newspaper and magazines. Dr. Chan is currently an independent non-executive director of Shanghai Jiaoda Withub Information Industrial Company Limited* (上海交大慧谷信息產業股份有限公司) (Stock Code: 8205), shares of which are listed on the Growth Enterprise Market of the Stock Exchange.

* For identification purpose only

INTERESTS IN SHARES

As at Latest Practicable Date, the interests and short positions of the retiring Directors in the shares and underlying share of the Company (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules were as follows:

Long positions in the shares of the Company

| Name of director | Personal Interests | | | | Corporate Interests | Total | Approximate percentage of existing issued share capital of the Company |
|------------------|-----------------------|------------------------------|---|--|---------------------------|------------|--|
| | Number of shares held | Number of awarded share held | Number of underlying shares held under equity derivatives | | | | |
| Ms. Sze | — | — | 200,000 | | 29,640,000 ⁽¹⁾ | 29,840,000 | 2.77% |
| Mr. Chan | 2,300,000 | 166,667 | 200,000 | | — | 2,666,667 | 0.25% |
| Mr. Lau | — | — | 100,000 | | — | 100,000 | 0.01% |
| Dr. Chan | 50,000 | — | — | | — | 50,000 | 0.00% |

Note:

- Ms. Sze is the beneficial owner of all the issued share capital of Intelligent Executive Limited (“**Intelligent Executive**”) and therefore is deemed to be interested in 29,640,000 shares of the Company held by Intelligent Executive.

Save as disclosed above, as at the Latest Practicable Date, none of the retiring Directors had any interests or short positions in any shares and underlying shares of the Company.

RELATIONSHIPS

Save as disclosed in this circular, none of the retiring Directors is related to any Directors, senior management or substantial or controlling shareholders of the Company.

DIRECTORSHIP

Save as disclosed in this circular, none of the retiring Directors holds any directorships in listed public companies in the three years preceding the Latest Practicable Date.

DIRECTORS' EMOLUMENTS**(1) Ms. Sze Wan Nga**

Ms. Sze has entered into a service contract with the Company for a term of three years commencing from 7 June 2013, which will be automatically renewed for a consecutive term of three years, until terminated by not less than three months' written notice. Under the service contract, Ms. Sze is entitled to an annual emolument of HK\$960,000. The emolument excludes bonus and other benefits, which may be granted at the discretion of the Company. The Director's fees and other emoluments are determined by the Board with reference to her duties, responsibilities and performance as well as the market rate of a director of other Hong Kong listed companies.

(2) Mr. Chan Kai King

Mr. Chan has entered into a service contract with the Company for a term of one year effective from 7 June 2013, which will be automatically renewed for a consecutive term of three years, until terminated by not less than three months' written notice. Under the service contract, Mr. Chan is entitled to an annual emolument of HK\$876,000. The emolument excludes bonus and other benefits, which may be granted at the discretion of the Company. The Director's fees and other emoluments are determined by the Board with reference to his duties, responsibilities and performance as well as the market rate of a director of other Hong Kong listed companies.

(3) Mr. Lau Ching Kwong

Mr. Lau has entered into a service contract with the Company for a term of two years effective from 26 June 2013. Mr. Lau has entered into a renewal contract with the Company on 26 June 2015 for a term of two years effective from 26 June 2015 until terminated by not less than three months' written notice. Under the renewal contract, Mr. Lau is entitled to an annual emolument of HK\$200,000. The emolument excludes bonus and other benefits, which may be granted at the discretion of the Company. The Director's fees and other emoluments are determined by the Board with reference to his duties, responsibilities and performance as well as the market rate of a director of other Hong Kong listed companies.

(4) Dr. Chan Yan Chong

Dr. Chan has entered into a service contract with the Company for a term of two years effective from 31 October 2016 until terminated by not less than three months' written notice. Under the service contract, Dr. Chan is entitled to an annual emolument of HK\$200,000. The emolument excludes bonus and other benefits, which may be granted at the discretion of the Company. The Director's fees and other emoluments are determined by the Board with reference to his duties, responsibilities and performance as well as the market rate of a director of other Hong Kong listed companies.

**INFORMATION THAT NEEDS TO BE DISCLOSED AND MATTERS THAT NEED TO
BE BROUGHT TO THE ATTENTION OF THE SHAREHOLDERS**

Save as disclosed above, there are no other matters relating to the re-election of Ms. Sze, Mr. Chan, Mr. Lau and Dr. Chan that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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 Resolutions 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 1,079,000,000 Shares.

Subject to the passing of Ordinary Resolution 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, i.e. being 1,079,000,000 Shares, the Directors would be authorised 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\$10,790,000 (equivalent to 107,900,000 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.

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

Repurchases of Shares must be funded out of funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the applicable laws and regulations of the Cayman Islands.

The Company is empowered by its Memorandum and Articles of Association to repurchase Shares. The laws of the Cayman Islands provide that a purchase of shares may be made (to the extent of the par value of such shares) out of profits or the proceeds of a fresh issue of shares made for such purpose or, out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by its Articles of Association and subject to the laws of the Cayman Islands. Any premium payable on a purchase may be made out of profits, the Company's share premium account or out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by its Articles of Association and subject to the laws of the Cayman Islands.

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 2016) 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 propose to exercise the Share Repurchase Mandate to such an 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 12 months preceding the Latest Practicable Date were as follows:

| Month | Highest HK\$ | Lowest HK\$ |
|---|-------------------------|------------------------|
| 2016 | | |
| April | 1.00 | 0.77 |
| May | 1.05 | 0.85 |
| June | 1.02 | 0.90 |
| July | 0.96 | 0.92 |
| August | 1.01 | 0.92 |
| September | 1.04 | 0.91 |
| October | 1.06 | 0.93 |
| November | 0.96 | 0.88 |
| December | 0.90 | 0.74 |
| 2017 | | |
| January | 0.88 | 0.78 |
| February | 0.87 | 0.83 |
| March | 0.87 | 0.71 |
| April (up to the Latest Practicable Date) | 0.78 | 0.71 |

6. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Share Repurchase Mandate if such is approved by the Shareholders and exercised by the Board.

The Company has not been notified by any core 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 under the Share Repurchase Mandate if the same is approved by the Shareholders and exercised by the Board.

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 and regulations 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, (i) Freetech Technology Limited ("**Freetech**", which is solely owned by Mr. Sze Wai Pan ("**Mr. Sze**"), the chairman, executive Director and chief executive officer) holds 527,006,260 Shares, representing approximately 48.84%; (ii) Intelligent Executive, which is solely owned by Ms. Sze Wan Nga ("**Ms. Sze**"), an executive Director) holds 29,640,000 Shares and Ms. Sze holds 200,000 shares held under equity derivatives, together representing approximately 2.77%; (iii) Smart Executive Group Limited ("**Smart Executive**", which is solely owned by Ms. Sze On Na) holds 50,720,520 Shares, representing approximately 4.70%; and (iv) Smart Vision Partner Limited ("**Smart Vision**", which is solely owned by Mr. Sze Wai Pang) holds 23,888,000 Shares, representing approximately 2.21%. As Ms. Sze and Ms. Sze On Na are the sisters of Mr. Sze and Mr. Sze Wai Pang is the brother of Mr. Sze, all of them had been treated as parties acting in concert (as defined under the Takeovers Code) and were deemed to be a group of controlling shareholders of the Company. On the basis of the aggregate shareholding of Freetech, Intelligent Executive and Ms. Sze, Smart Executive and Smart Vision, representing approximately 58.52%, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the interest of a group of controlling shareholders in the issued Shares would be increased to approximately 65.02% of the issued share capital of the Company.

The Directors are not aware of any consequences which would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



英達公路再生科技(集團)有限公司

Freotech Road Recycling Technology (Holdings) Limited

(incorporated in the Cayman Islands with limited liability)

(stock code: 6888)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Freotech Road Recycling Technology (Holdings) Limited (the “**Company**”) will be held at 23/F., Euro Trade Centre, 21–23 Des Voeux Road Central, Hong Kong on Friday, 2 June 2017 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2016.
2.
 - A. To re-elect Ms. Sze Wan Nga as executive Director;
 - B. To re-elect Mr. Chan Kai King as executive Director;
 - C. To re-elect Mr. Lau Ching Kwong as independent non-executive Director;
 - D. To re-elect Dr. Chan Yan Chong as non-executive Director;
 - E. To authorise the board of Directors (the “**Board**”) to fix the remuneration of Directors.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

4. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) be and is generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be repurchased by the Company pursuant to the mandate in paragraph (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 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.”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) 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 mandate in paragraph (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 or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company;
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company; or
- (iv) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company;

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on 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 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 other securities of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of resolutions set out in Ordinary Resolutions 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in Ordinary Resolution 5 of the Notice 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 of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in Ordinary Resolution 5 of the Notice, 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 passing of this resolution.”

By Order of the Board
Freotech Road Recycling Technology (Holdings) Limited
Sze Wai Pan
Chairman

Hong Kong, 25 April 2017

Registered Office:

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

Principal Place of Business in Hong Kong:

29/F., Chinachem Century Tower
178 Gloucester Road
Wanchai, Hong Kong

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to 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 shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. 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. 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, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting 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 or any adjournment thereof 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 above meeting, the register of members of the Company will be closed from day, Monday, 29 May 2017 to Friday, 2 June 2017, both dates 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 transfer documents accompanied by the relevant 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 Friday, 26 May 2017.