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



CTEH INC.

加達控股有限公司

(Incorporated in Ontario, Canada and continued in the Cayman Islands with limited liability)

(Stock Code: 1620)

**PROPOSALS FOR
GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the 2020 AGM to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, June 18, 2020 at 9:00 a.m. is set out on pages 17 to 23 of this circular.

A form of proxy for use in connection with the 2020 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.toueast.com). If you are not able or do not intend to attend the 2020 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2020 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2020 AGM or its adjournment if you so wish. If you attend and vote at the 2020 AGM, the instrument appointing your proxy will be deemed to have been revoked.

PRECAUTIONARY MEASURES FOR THE 2020 AGM

Please refer to the notice of 2020 AGM for measures being taken to try to prevent and control the spread of the COVID-19 at the 2020 AGM, including:

- compulsory body temperature checks
- wearing of a face mask for each attendee
- no provision of drinks, refreshments or souvenirs

DUE TO THE CONSTANTLY EVOLVING COVID-19 PANDEMIC SITUATION, THE COMPANY MAY BE REQUIRED TO CHANGE THE 2020 AGM ARRANGEMENTS AT SHORT NOTICE, SHAREHOLDERS SHOULD CHECK THE COMPANY'S WEBSITE FOR FUTURE ANNOUNCEMENTS AND UPDATES ON THE 2020 AGM ARRANGEMENTS.

April 29, 2020

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DEFINITIONS

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

“2019 AGM”	the AGM held on May 28, 2019
“2020 AGM”	the AGM to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, June 18, 2020 at 9:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 17 to 23 of this circular, or its adjournment
“AGM”	the annual general meeting of the Company
“Annual Report”	the annual report of the Company for the Year
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“AT Holdings”	AT Horizons Holdings Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 31, 2011
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“BVATH”	BVATH Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 1, 2017 and continued in the BVI on October 23, 2017, which is wholly-owned by AT Holdings
“BVDCH”	BVDCH Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 1, 2017 and continued in the BVI on October 23, 2017, which is wholly-owned by DC Holdings
“BVI”	the British Virgin Islands
“BVRTH”	BVRTH Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 1, 2017 and continued in the BVI on October 23, 2017, which is wholly-owned by RT Group and is one of the Controlling Shareholders
“Chairperson	the chairperson of the Board
“Chief Executive Officer”	the chief executive officer of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Company”	CTEH INC., an exempted company incorporated in the province of Ontario, Canada on August 8, 2017 and registered by way of continuation in the Cayman Islands as an exempted company with limited liability on October 20, 2017, whose Shares in issue are listed and traded on the Stock Exchange (Stock code: 1620)
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemental and/or otherwise modified from time to time
“Controlling Shareholder(s)”	the controlling shareholder (having the meaning ascribed thereto under the Listing Rules) of the Company, which refers to Mrs. Tsang, RT Group and BVRTH
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“COVID-19”	the novel coronavirus disease
“DC Holdings”	Dennis Chu Holdings Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 31, 2011
“Director(s)”	the director(s) of the Company
“Dr. Chu”	Dr. Kwok Chun Dennis Chu, the Non-executive Director and a bother of Mrs. Tsang and Ms. Tsu
“Executive Director(s)”	the executive Director(s)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2020 AGM to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	April 23, 2020, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular

DEFINITIONS

“Listing Date”	June 28, 2018, the date on which the Shares in issue were initially listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Mr. Lau”	Mr. Sik Yuen Lau, an INED
“Mrs. Tsang”	Mrs. Rita Pik Fong Tsang, the Chairperson and an Executive Director
“Ms. Tsu”	Ms. Annie Shuk Fong Tsu, the Chief Executive Officer and an Executive Director
“Nomination Committee”	the nomination committee of the Board
“Non-executive Director”	the non-executive Director
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2020 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of issued Shares as at the date of passing the resolution granting such mandate
“RT Group”	Rita Tsang Group Holdings Inc., a limited liability company incorporated under the laws of province of Ontario, Canada on August 31, 2011, and one of the Controlling Shareholders
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.0001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Substantial Shareholder(s)”	the substantial shareholder (having the meaning ascribed thereto under the Listing Rules) of the Company, which refers to Mrs. Tsang, RT Group, BVRTH, Ms. Tsu, AT Holdings and BVATH
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs of Hong Kong approved by the SFC as amended, supplemented or otherwise modified from time to time
“Tour East Canada”	Tour East Holidays (Canada) Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada and was amalgamated on January 1, 1999, which is an indirect wholly-owned subsidiary of the Company.
“Tour East New York”	Tour East Holidays (New York) Inc., a limited liability company incorporated under the law of the state of New York, the USA on November 14, 1980, which is an indirect wholly-owned subsidiary of the Company.
“USA”	the United States of America
“Year”	the year ended December 31, 2019
“%”	per cent

LETTER FROM THE BOARD



CTEH INC.
加達控股有限公司

(Incorporated in Ontario, Canada and continued in the Cayman Islands with limited liability)
(Stock Code: 1620)

Executive Directors:

Mrs. Rita Pik Fong Tsang (*Chairperson*)
Ms. Annie Shuk Fong Tsu
(*Chief Executive Officer*)

Non-executive Director:

Dr. Kwok Chun Dennis Chu

Independent Non-executive Directors:

Dr. Michael Edward Ricco
Mrs. Kitty Yuk-Yee Yeung
Mr. Sik Yuen Lau

Registered Office:

4th Floor, arbour Place
103 South Church Street
PO Box 10240
Grand Cayman, KY1-1002
Cayman Islands

*Headquarters and Principal Place of
Business in Canada:*

15 Kern Road
Toronto, Ontario
Canada M3B 1S9

*Principal Place of Business in
Hong Kong:*

31st Floor, 148 Electric Road
North Point
Hong Kong

April 29, 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the 2020 AGM the resolutions for, among other matters, (i) the grant of each of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the 2020 AGM and provide you with the information regarding the above resolutions to be proposed at the 2020 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

Given that the general mandate granted to the Directors to allot, issue and deal with Shares by the Shareholders at the 2019 AGM will lapse at the conclusion of the 2020 AGM, an ordinary resolution will be proposed at the 2020 AGM to grant the Issue Mandate to the Directors. Based on 1,200,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2020 AGM, the Directors will be authorised to allot, issue and deal with up to a total of 240,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2020 AGM. The Issue Mandate, if granted at the 2020 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares by the Shareholders at the 2019 AGM will lapse at the conclusion of the 2020 AGM, an ordinary resolution will be proposed at the 2020 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 1,200,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2020 AGM, the Company would be allowed to repurchase a maximum of 120,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2020 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2020 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Retirement of Directors

As at the Latest Practicable Date, there were two Executive Directors, namely Mrs. Tsang and Ms. Tsu; one Non-executive Director, namely Dr. Chu; and three INEDs, namely Dr. Michael Edward Ricco, Mrs. Kitty Yuk-Yee Yeung and Mr. Lau.

Article 109(a) of the Articles of Association provides that at each AGM one-third of the Directors for the time being or, if their number is no three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Dr. Chu and Mr. Lau (collectively, the “**Retiring Directors**”) will retire at the 2020 AGM, and being eligible, will offer themselves for re-election at the 2020 AGM.

Recommendation of the Nomination Committee

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the INEDs for the Year based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. Lau remain independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors for the Year and found their performance satisfactory. In view of Mr. Lau’s qualifications and experience, the proposed re-election of Mr. Lau as an INED will increase the diversity of the Board as a whole. Therefore, the Nomination Committee nominated the Retiring Directors to the Board for it to propose to Shareholders for re-election at the 2020 AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that both the Retiring Directors, namely Dr. Chu and Mr. Lau stand for re-election as Directors at the 2020 AGM. As a good corporate governance practice, each of the Retiring Directors will be abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2020 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2020 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

Further information about the Board’s composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the Retiring Directors) is disclosed in the Corporate Governance Report of the Annual Report.

LETTER FROM THE BOARD

2020 AGM

The Company will convene the 2020 AGM at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, June 18, 2020 at 9:00 a.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of the Retiring Directors. The notice convening the 2020 AGM is set out on pages 17 to 23 of this circular.

A form of proxy for use in connection with the 2020 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.toureast.com). If you are not able or do not intend to attend the 2020 AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2020 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2020 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2020 AGM, the instrument appointing the proxy will be deemed to have been revoked.

VOTING BY POLL AT THE 2020 AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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. Therefore, all resolutions to be proposed at the 2020 AGM and contained in the notice of the 2020 AGM will be voted by way of a poll by the Shareholders.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the resolutions to be proposed at the 2020 AGM and as set out in the notice of 2020 AGM for approving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of the Retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the notice of the 2020 AGM on pages 17 to 23 of this circular.

GENERAL

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
CTEH INC.
Mrs. Rita Pik Fong Tsang
Chairperson and Executive Director

The following are the biographical details of the Directors who will retire as required by the Articles of Association and the Listing Rules and are proposed to be re-elected at the 2020 AGM.

DR. KWOK CHUN DENNIS CHU

Dr. Kwok Chun Dennis Chu (朱國俊) (“**Dr. Chu**”), aged 60, joined the Group as a director of Tour East Canada in January 2013 and was appointed as the Non-executive Director on August 18, 2017. Dr. Chu is primarily responsible for providing strategic advice and guidance on the business development of our Group. Dr. Chu is also a member of the Audit Committee and the Remuneration Committee.

Dr. Chu is a licensed obstetrician and gynecologist in Toronto, Canada and has been serving as a clinician in North York General Hospital since July 1995.

Dr. Chu obtained his doctor of medicine degree in medicine from University of Toronto in Canada in June 1985.

Dr. Chu is one of the Substantial Shareholders. He is the brother of Mrs. Tsang, an Executive Director and one of the Controlling Shareholders, and Ms. Tsu, an Executive Director and one of the Substantial Shareholders.

Dr. Chu has entered into an appointment letter with the Company in relation to this appointment as a Non-executive Director for a term of one year commencing on the Listing Date, which may be terminated by not less than three months’ notice served by either party on the other and is subject to the termination provisions therein and the provisions on retirement by rotation of the Directors and re-election at the AGM as set out in the Articles of Association. The Company has renewed such appointment letter with Dr. Chu on the terms recommended by the Remuneration Committee and approved by the Board. Under the appointment letter, Dr. Chu is entitled to a director’s fee of HK\$480,000 per annum. For the Year, the total emoluments received by Dr. Chu from the Group amounted to HK\$480,000. Details of Dr. Chu’s remuneration are set out in Note 9 to the consolidated financial statements in the Annual Report.

Dr. Chu was interested in 90,000,000 Shares, representing 7.5% of the number of the Shares in issue, through his controlled corporations, DC Holdings and BVDCH within the meaning of Part XV of the SFO.

MR. SIK YUEN LAU

Mr. Sik Yuen Lau (劉錫源) (“**Mr. Lau**”), aged 53, was appointed as an INED on May 7, 2018. Mr. Lau is also a member of the Audit Committee and the Remuneration Committee. He is responsible for providing independent advice to the Board.

Mr. Lau has over 14 years’ experience in the auditing and financial accounting industry. He has been the group company secretary and chief financial officer of Xinyi Glass Holdings Limited, a company principally engaged in production and sales of glass products and listed on the Stock

Exchange (stock code: 868) since April 2003, and is responsible for managing the financial, taxation, investor relations and company secretarial matters. Mr. Lau successively served as (i) a financial manager and the financial controller at Pollution & Protection Services Ltd., a company primarily engaged in environmental protection, from June 1999 to April 2003, and (ii) an associate and a senior associate at PricewaterhouseCoopers from August 1994 to April 1999, where he was in charge of audit works.

Mr. Lau obtained his bachelor of science degree in business administration from Oregon State University in the USA in September 1989. He is a member of the American Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants.

Mr. Lau has served as an independent non-executive director of China Qinfa Group Limited since June 2009 and Dragon Crown Group Holdings Limited since November 2010, both companies being listed on the Main Board of the Stock Exchange. Mr. Lau has also served as an independent non-executive director of SDM Group Holdings Limited, a company listed on the GEM operated by the Stock Exchange, since September 2014.

Mr. Lau has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Lau has entered into an appointment letter with the Company in relation to this appointment as an INED for a term of one year commencing on the Listing Date, which may be terminated by not less than three months' notice served by either party on the other and is subject to the termination provisions therein and the provisions on retirement by rotation of the Directors and re-election at the AGM as set out in the Articles of Association. The Company has renewed such appointment letter with Mr. Lau on the terms recommended by the Remuneration Committee and approved by the Board. Under the appointment letter, Mr. Lau is entitled to a director's fee of HK\$240,000 per annum. For the Year, the total emoluments received by Mr. Lau from the Group amounted to HK\$240,000. Details of Mr. Lau's remuneration are set out in Note 9 to the consolidated financial statements in the Annual Report.

GENERAL

Save for the information set out in this section,

- (i) there is no other matter concerning the re-election of each of the Retiring Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules;
- (ii) each of the Retiring Directors had not held any directorship in the last three years in any public company, the issued securities of which are listed on any securities market in Hong Kong or overseas;

- (iii) each of the Retiring Directors confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and

- (iv) the emoluments of both the Retiring Directors are determined by the Board upon the recommendation of the Remuneration Committee on the basis of the relevant Director's experience, level of responsibilities and duties within the Group and the current market situation, and will be reviewed annually.

This appendix serves as an explanatory statement as required by Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2020 AGM granting the Repurchase Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person of the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,200,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the 2020 AGM, the Directors would be authorized to repurchase up to a maximum of 120,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or the Companies Law or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the Articles of Association for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at December 31, 2019, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on the Stock Exchange during each of the twelve months immediately preceding the Latest Practicable Date were as follows:

Month	Traded Price Per Share (HK\$)	
	Highest	Lowest
2019		
April	0.265	0.227
May	0.260	0.233
June	0.280	0.238
July	0.238	0.220
August	0.240	0.214
September	0.235	0.212
October	0.222	0.180
November	0.171	0.120
December	0.249	0.130
2020		
January	0.219	0.190
February	0.210	0.170
March	0.220	0.188
April (up to and including Latest Practicable Date)	0.216	0.209

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the 2020 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, BVRTH, BVATH and BVDCH were beneficially interested in 540,000,000, 270,000,000 and 90,000,000 Shares, representing 45%, 22.5% and 7.5%, respectively, of the total number of the issued Shares. BVRTH is beneficially and wholly owned by RT Group in which Mrs. Tsang, the Chairperson and an Executive Director is entitled to 90.9% of the voting rights in her own capacity. By virtue of the SFO, Mrs. Tsang is deemed to be interested in 540,000,000 Shares held by BVRTH, representing 45% of the total number of Shares in issue. BVATH is beneficially and wholly owned by AT Holdings which in turn is wholly owned by Ms. Tsu, the Chief Executive Officer and an Executive Director. By virtue of the SFO, Ms. Tsu is deemed to be interested in 270,000,000 Shares held by BVATH, representing 22.5% of the total number of Shares in issue. BVDCH is beneficially and wholly owned by DC Holdings which in turn is wholly-owned by Dr. Chu, the Non-executive Director. By virtue of the SFO, Dr. Chu is deemed to be interested in 90,000,000 Shares held by BVDCH, representing 7.5% of the total number of Shares in issue. In the event that the Directors will exercise in full the Repurchase Mandate, the proportionate shareholding interest/deemed shareholding interests in the Company of each of (i) Mrs. Tsang, RT Group and BVRTH, (ii) Ms. Tsu, AT Holdings and BVATH, and (iii) Dr. Chu, DC Holdings and BVDCH would be increased to 50%, 25% and approximately 8.3%, respectively of the total number of the issued Shares and such increase will give rise to an obligation of Mrs. Tsang, RT Group and BVRTH to make a mandatory offer under Rule 26 of the Takeovers Code (the "**Obligation**") but will not give rise to the Obligation of Mr. Tsu, AT Holdings and BVATH as well as Dr. Chu, DC Holdings and BVDCH. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

The Takeovers Code provides that subject to exceptions, where any person who, together with persons acting in concert, holds not less than 30% but not more than 50% of the voting rights of a public corporation, acquires in any period of 12 months additional shares carrying more than 2% of the voting rights (creeper), such a person should make a general/mandatory offer to the other shareholders to acquire as soon as possible the remaining shares not owned by that person. Accordingly, Mrs. Tsang, RT Group and BVRTH are subject to this rule as mentioned above.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the total amount of Shares in issue in the public hands falling below the prescribed minimum percentage of 25%. As required by the Listing Rules, a listed issuer must maintain the said minimum public float. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the total number of issued Shares.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



CTEH INC.
加達控股有限公司

(Incorporated in Ontario, Canada and continued in the Cayman Islands with limited liability)
(Stock Code: 1620)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of CTEH INC. (the “**Company**” and the “**AGM**”, respectively) will be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, June 18, 2020 at 9:00 a.m. (or the adjournment thereof) for the following purposes:

AS ORDINARY BUSINESSES

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended December 31, 2019;
2. To approve the payment of a final dividend of HK\$0.54 cent per ordinary share of the Company for the year ended December 31, 2019.
3. (a) To re-elect Dr. Kwok Chun Dennis Chu as the non-executive director of the Company; and
(b) To re-elect Mr. Sik Yuen Lau as an independent non-executive director of the Company;
4. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending December 31, 2020;
5. To re-appoint BDO Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix its remuneration;
6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as

NOTICE OF ANNUAL GENERAL MEETING

defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”), securities convertible into or exchangeable for Shares, or options or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of 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 to be held by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements

NOTICE OF ANNUAL GENERAL MEETING

of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

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

“THAT:

- (a) subject to paragraph (b) of this Resolution 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 the shares of the Company (the “**Shares**”) in issue on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of 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 to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT conditional upon Resolutions numbered 6 and 7 set out in the notice convening this meeting (the “**Notice**”) being passed, the general and unconditional mandate granted to the directors of the Company pursuant to Resolution numbered 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution numbered 7 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the Shares in issue as at the date of passing this Resolution.”

By Order of the Board
CTEH INC.
Mrs. Rita Pik Fong Tsang
Chairperson and Executive Director

April 29, 2019

Registered Office:

4th Floor, Harbour Place
103 South Church Street
PO Box 10240
Grand Cayman, KY1-1002
Cayman Islands

Headquarters and Principal Place of Business in Canada:

15 Kern Road
Toronto, Ontario
Canada M3B 1S9

Principal Place of Business in Hong Kong:

31st Floor, 148 Electric Road
North Point
Hong Kong

Notes:

1. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the AGM in person, the form of proxy will be deemed to have been revoked.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be).
4. For determining the entitlement of the Members to attend and vote at the AGM, the register of members of the Company ("**Register of Members**") will be closed from Monday, June 15, 2020 to Thursday, June 18, 2020 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the AGM, non-registered Members must lodge all duly completed signed transfer documents, accompanied by the relevant share certificates with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Friday, June 12, 2020.
5. Conditional on the passing of the proposed Resolution numbered 2 above and for determining the entitlement of the Members to receive the final dividend, the Register of Members will be closed from Monday, June 29, 2020 to Friday, July 3, 2020 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for the said dividend, non-registered Members must lodge all duly completed signed transfer documents, accompanied by the relevant share certificates with the Company's Hong Kong Share Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Friday, June 26, 2020. Dividends paid or credited or deemed to be paid or credited on the ordinary shares to a non-resident shareholder (neither resident nor deemed to be resident in Canada), will be subject to a Canadian non-resident withholding tax at a rate of 25%. For details, please refer to the section headed "Certain Canadian Legal and Regulatory Considerations in Relation to the Share Offer" in the prospectus of the Company dated June 15, 2018.
6. In relation to the proposed resolutions numbered 3(a) and (b) above, Dr. Kwok Chun Dennis Chu and Mr. Sik Yuen Lau will retire as Directors at the AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated April 29, 2020 (the "**Circular**").
7. In relation to the proposed Resolution numbered 5 above, the board of Directors (the "**Board**") concurs with the views of the audit committee of the Board and has recommended that BDO Limited be re-appointed as the independent auditor of the Company.
8. In relation to the proposed resolution numbered 6 above, approval is being sought from the Members for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). The Directors have no immediate plans to issue any new Shares.
9. In relation to the proposed resolution numbered 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.
10. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the poll results of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.
11. In case of joint holders of a Share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
12. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

NOTICE OF ANNUAL GENERAL MEETING

RECAUTIONARY MEASURES FOR THE AGM

The holding of the AGM in order to comply with the Listing Rules and the Articles of Association could potentially create a significant risk in terms of the spread of the novel coronavirus disease (the “COVID-19”) pandemic because of large crowds coming together.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the AGM, the Company wishes to remind the Shareholders and their proxies as follows:

No attendance

Those individual Shareholders who have any symptoms of an upper respiratory system disease or are under any quarantine requirements are advised not to attend the AGM in person.

Not later than 48 hours before the time of the AGM

- (i) For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM (the “Chairman”) as their proxy instead of attending the AGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish. Shareholders may appoint the Chairman to attend and vote on their behalf by completing and depositing the forms of proxy enclosed with the Circular with the Company’s branch share registrars in Hong Kong, whose address is stated below:

Boardroom Share Registrars (HK) Limited
2103B, 21/F.,
148 Electric Road,
North Point, Hong Kong

- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the Notice by post to Mr. Kai Yu Chow, Company Secretary of the Company at 31/F, 148 Electric Road, North Point, Hong Kong and by email to enquiry@toureast.com. If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the Chairman or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

At the venue of the Meeting

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 37.1 degree Celsius or above.
- (ii) Attendees are requested to observe good personal hygiene at all times at the AGM venue and alcohol rubs or hand sanitiser will be provided for use.

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- (iii) Attendees must wear face-masks throughout the AGM and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the AGM venue. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (iv) No drinks, refreshments or souvenirs will be provided.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or have been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law.