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DOYEN INTERNATIONAL HOLDINGS LIMITED

東銀國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 668)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Doyen International Holdings Limited (the "**Company**") will be held at 9/F, The Center, 99 Queen's Road Central, Central, Hong Kong on 4 May 2021 (Tuesday) at 11:00 a.m. for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and independent auditor for the year ended 31 December 2020.

2. (1) To approve and re-elect the following as directors of the Company ("**Directors**"), each as a separate resolution:

   (a) Mr. Tai Xing as an executive Director;

   (b) Mr. Pan Chuan as a non-executive Director; and

   (c) Mr. Chan Ying Kay as an independent non-executive Director.

   (2) To authorize the board of Directors (the "**Board**") to fix the remuneration of the Directors.

3. To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company for the ensuing year and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions:

4. (1) As Ordinary Resolution No. 4(1):

"**THAT**:

(a) subject to paragraph (c) of this Ordinary Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of the Ordinary Resolution No. 4(2) below) of all powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Ordinary Resolution shall authorize the Directors during the Relevant Period (as defined in paragraph (c) of the Ordinary Resolution No. 4(2) below) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) to subscribe for shares which would or might require the exercise of such power after the end of the Relevant Period (as defined in paragraph (c) of the Ordinary Resolution No. 4(2) below);

(c) the aggregate number of shares issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Ordinary Resolution, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter), or (ii) the exercise of any rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe for or are convertible into shares in the Company, or (iii) an issue of shares in the Company upon the exercise of options which may be granted under any share option scheme of the Company, or (iv) an issue of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of the issued shares of the Company as at the date of the passing of this Ordinary Resolution and the said approval shall be limited accordingly; and

"**Rights Issue**" means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares of the Company (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, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company)."

(2) As Ordinary Resolution No. 4(2):

"**THAT**:

(a) subject to paragraph (b) of this Ordinary Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Ordinary Resolution) of all powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares which may be repurchased by the Company pursuant to paragraph (a) of this Ordinary Resolution during the Relevant Period (as defined in paragraph (c) of this Ordinary Resolution) shall not exceed 10% of the aggregate number of the issued shares as at the date of passing this Ordinary Resolution, and the said approval pursuant to paragraph (a) of this Ordinary Resolution shall be limited accordingly; and

(c) for the purposes of the Ordinary Resolutions Nos. 4(1) and 4(2), "**Relevant Period**" means the period from the passing of the Ordinary Resolutions Nos. 4(1) and 4(2) until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(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 and the applicable laws to be held; or

(iii) the revocation or variation of this Ordinary Resolution No. 4(1) or 4(2) by an ordinary resolution of shareholders of the Company in general meeting."

(3) As Ordinary Resolution No. 4(3):

"**THAT** conditional upon Resolutions Nos. 4(1) and 4(2) mentioned above being passed, the aggregate number of the shares of the Company which shall have been repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 4(2) above (up to the maximum of 10% of the aggregate number of the issued shares of the Company as stated in Resolution No. 4(2) above) shall be added to the aggregate number of shares that may be allotted, issued or otherwise dealt with, or agreed conditionally and unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to Resolution No. 4(1) above."

By Order of the Board
Doyen International Holdings Limited
Lo Siu Yu
Chairman

Hong Kong, 23 March 2021

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.

2. In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.

3. The register of members of the Company will be closed from 29 April 2021 (Thursday) to 4 May 2021 (Tuesday), during which period no transfer of shares will be effected for the purpose of determination of entitlement to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 28 April 2021 (Wednesday).

As at the date of this notice, the Board comprises Mr. Lo Siu Yu (Chairman), Mr. Tai Xing (Chief Executive Officer) and Mr. Cho Chun Wai, as executive Directors, Ms. Luo Shaoying (Vice Chairman) and Mr. Pan Chuan, as non-executive Directors, and Mr. Chan Ying Kay, Mr. Leung Kin Hong and Mr. Wang Jin Ling as independent non-executive Directors.