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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 KNT 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.

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

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# KNT

## KNT HOLDINGS LIMITED

### 嘉藝控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1025)

### PROPOSED RE-ELECTION OF DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to page 3 of this circular for the measures being taken to prevent and control the spread of the COVID-19 at the Annual General Meeting, including but not limited to:

- (1) Compulsory body temperature check
- (2) Compulsory health declarations
- (3) Compulsory wearing of surgical face mask
- (4) Maintaining a safe distance between seats
- (5) A limited number of seats
- (6) No provision of refreshments or beverages

Any person who does not comply with the precautionary measures will be denied entry into or be required to leave the Annual General Meeting venue. **In light of the continuing risks posed by the COVID-19 and as part of the Company's control measures to safeguard the health and safety of the Shareholders, the Company strongly encourages the Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy and by returning their proxy forms by the time specified below, instead of attending the Annual General Meeting in person.**

The notice convening the Annual General Meeting of KNT Holdings Limited to be held at 30/F, EW International Tower, No. 120 Texaco Road, Tsuen Wan, New Territories, Hong Kong on Friday, 20 August 2021 at 11:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting 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 54, 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 Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 18 August 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment meeting if they so wish. In such event, the instrument appointing a proxy will be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.kntholdings.com>).

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

22 July 2021

\* For identification purpose only

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Precautionary Measures for the Annual General Meeting</b> .....	3
<b>Letter from the Board</b>	
1. Introduction .....	5
2. Proposed Re-election of Directors .....	6
3. Proposed Granting of General Mandate to Repurchase Shares .....	6
4. Proposed Granting of General Mandate to Issue Shares .....	7
5. Annual General Meeting and Proxy Arrangement. ....	7
6. Recommendation .....	8
<b>Appendix I – Details of the Directors Proposed to be                     Re-elected at the Annual General Meeting</b> .....	9
<b>Appendix II – Explanatory Statement on the Share Repurchase Mandate</b> .....	13
<b>Notice of Annual General Meeting</b> .....	16

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 30/F, EW International Tower, No. 120 Texaco Road, Tsuen Wan, New Territories, Hong Kong on Friday, 20 August 2021 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Law”	the Companies Law of the Cayman Islands
“Company”	KNT Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Latest Practicable Date”	14 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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The health of the Shareholders, staff and stakeholders of the Company is of paramount importance to us. In light of the outbreak of coronavirus disease 2019 (“COVID-19”) and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to safeguard the health and safety of our attending Shareholders, staff and stakeholders of the Company:

- (1) Compulsory body temperature checks will be conducted for every attendee at the entrance of the Annual General Meeting venue. Any person who has a body temperature of over 37.5 degrees Celsius or is subject to the mandatory quarantine order imposed by the Hong Kong government will be denied entry into or be required to leave the Annual General Meeting venue.
- (2) Shareholders, proxies and other attendees are required to complete and submit a health declaration form providing their names and contact details, and confirming that they are not subject to quarantine and they, or to their best of knowledge, any person whom they have/had close contact with, have not entered Hong Kong from Mainland China at anytime in the preceding 14 days or any overseas countries/areas (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html) from time to time) at any time in the preceding 21 days. Any person who does not comply with this requirement will be required to leave the Annual General Meeting venue.
- (3) Every attendee must wear a surgical face mask throughout the Annual General Meeting and inside the Annual General Meeting venue. Any person who does not comply with this requirement will be required to leave the Annual General Meeting venue. **Please note that no masks will be provided at the Annual General Meeting venue and attendees should bring and wear their own masks.**
- (4) The Company will maintain a safe distance between seats.
- (5) To comply with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation, seats shall be limited and will be available on a first come, first served basis in order to maintain social distancing and avoid over-crowding at the Annual General Meeting venue.
- (6) No refreshments or beverages will be served at the Annual General Meeting venue.

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## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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The Shareholders are requested (a) to consider carefully the risk of attending the Annual General Meeting, which will be held in an enclosed environment; (b) to follow the guidelines or requirements of the Hong Kong government relating to COVID-19 in deciding whether or not to attend the Annual General Meeting; and (c) not to attend the Annual General Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company would like to remind all attending Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. The Company strongly encourages the Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy and return the proxy forms to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 18 August 2021) or any adjournment thereof (as the case may be).

In light of the recent development of the COVID-19, the Company may implement further precautionary measures for the Annual General Meeting or be required to change the Annual General Meeting arrangements at short notice. The Company will make further announcement(s) if there are any changes to the arrangement of the Annual General Meeting, if necessary. The Shareholders should check the websites of Hong Kong Exchange and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.kntholdings.com>) for any future announcements and updates on the Annual General Meeting arrangements.

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## LETTER FROM THE BOARD

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# KNT

## KNT HOLDINGS LIMITED

### 嘉藝控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1025)**

*Executive Directors:*

Mr. Chong Sik  
Mr. Chong Pun  
Mr. Lam Chi Yuen

*Independent Non-executive Directors:*

Mr. Leung Martin Oh Man  
Mr. Lau Koong Yep  
Mr. Yuen King Sum  
Mr. Lau Kwok Fan

*Registered Office:*

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

*Headquarters and principal place  
of business in Hong Kong:*

30th Floor  
EW International Tower  
No. 120 Texaco Road  
Tsuen Wan, New Territories  
Hong Kong

22 July 2021

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE 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 to be held on 20 August 2021.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### **2. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 84 of the Articles of Association, Mr. Chong Sik, Mr. Chong Pun and Mr. Lau Kwok Fan shall retire by rotation at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The nomination committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The nomination committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 21 August 2020, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 52,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

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



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## LETTER FROM THE BOARD

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### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 21 August 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 104,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 16 to 20 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 except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under 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.kntholdings.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 54, 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 Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 18 August 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment meeting if you so wish. In such event, the form of proxy will be deemed to be revoked.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and the 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.

Yours faithfully,  
For and on behalf of the Board  
**KNT Holdings Limited**  
**Chong Sik**  
*Chairman and Executive Director*

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## APPENDIX I

## DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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

### (1) CHONG SIK, EXECUTIVE DIRECTOR

Mr. Chong Sik (莊碩先生) (“Mr. S Chong”), aged 53, is one of the co-founders of the Group and incorporated KNT Limited (“KNT”) in February 1993. Mr. S Chong is currently the chairman, chief executive officer and executive Director and is primarily responsible for the Group’s overall strategic planning, corporate management and business development. He is also a director of KNT Group Limited (“KNTGL”), KNT International Holdings Limited (“KNT Int’l”), KNT, MyStyle Limited (“MyStyle”), KNT Global Trading Limited (“KNT Global”) and the legal representative of Dongguan KNT E-commerce & Technology Company Limited\* (東莞嘉藝電商貿易有限公司). He was appointed as a Director on 5 July 2016 and re-designated as an executive Director on 23 April 2018. He is the younger brother of Mr. Chong Pun (“Mr. P Chong”).

Mr. S Chong was awarded the Professional Diploma in Diagnostic Radiography from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in November 1991. He commenced his start-up business in 1993 by incorporating KNT together with Mr. P Chong and since then has accumulated over 25 years of experience in bridal wear and special occasion dresses business.

In January 2003, Mr. S Chong further established Dong Guan HYG Garment Limited Company\* (東莞泓藝製衣有限公司) (“HYG”) together with Mr. P Chong to meet the business expansion needs and develop a design and manufacturing capacity with a view to provide one-stop solutions to our customers.

Mr. S Chong is currently a member of Chinese People’s Political Consultative Conference (“CPPCC”) Yunfu Committee, a member of standing committee of CPPCC Yunfu Committee, a president of The Friendship Liaison Association of the CPPCC Hong Kong Members of Yunfu City Limited and a council member of Yunfu Public Diplomacy Association.

Save as disclosed above, Mr. S Chong has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. S Chong has entered into a Director’s service agreement with the Company under which he agreed to act as an executive Director for a period of three years commencing from 28 February 2019 until terminated by not less than three months’ notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. S Chong, through Strategic Elite Limited, was interested in 235,950,000 Shares representing 45.37% of the Shares issued by the Company. Save as disclosed above, Mr. S Chong was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Under the Director's service agreement entered into between Mr. S Chong and the Company, Mr. S Chong is entitled to receive an annual salary of HK\$2,059,200 and an end of year payment being HK\$121,600 if Mr. S Chong has been employed continuously for a whole year. The above emoluments of Mr. S Chong have been determined with reference to his experience, responsibility, workload and the time devoted to the Group, individual performance and the performance of the Group and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

**(2) CHONG PUN, EXECUTIVE DIRECTOR**

Mr. Chong Pun (莊斌先生), aged 56, is an executive Director and one of the co-founders of the Group. He was appointed as a Director on 9 August 2016 and re-designated as an executive Director on 23 April 2018. Mr. P Chong is the elder brother of Mr. S Chong. Mr. P Chong is also a director of KNTGL, KNT Int'l, KNT, MyStyle, KNT Global and the legal representative of HYG and is responsible for the overall management of the Group's operations, general administration and compliance matters in China.

Mr. P Chong received secondary school education in China and graduated in 1978. During the period from 1983 to 1992, he worked as a factory manager in Florist Trading Company (H.K.) Limited, of which the principal business is manufacturing of festival decorative products. He set up KNT together with Mr. S Chong in February 1993 and has been a director of KNT since April 1993. In January 2003, Mr. P Chong, together with Mr. S Chong, established HYG to meet the business expansion needs and since then has been the legal representative of HYG. He possesses over 25 years of experience in the bridal wear and special occasion dresses business.

Save as disclosed above, Mr. P Chong has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. P Chong has entered into a Director's service agreement with the Company under which he agreed to act as an executive Director for a period of three years commencing from 28 February 2019 until terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. P Chong, through Total Clarity Investments Limited, was interested in 154,050,000 Shares representing 29.62% of the Shares issued by the Company. Save as disclosed above, Mr. P Chong was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Under the Director's service agreement entered into between Mr. P Chong and the Company, Mr. P Chong is entitled to receive an annual salary of HK\$1,083,600 and RMB144,000 and an end of year payment being HK\$70,300 if Mr. P Chong has been employed continuously for a whole year. The above emoluments of Mr. P Chong have been determined with reference to his experience, responsibility, workload and the time devoted to the Group, individual performance and the performance of the Group and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

**(3) LAU KWOK FAN, INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Lau Kwok Fan (劉國勳先生), aged 40, was appointed as an independent non-executive Director on 31 January 2019. He is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Lau was awarded a Bachelor of Arts degree in Public Administration and Management from De Montfort University in June 2006 and a Master of Arts degree in Sociology from the Chinese University of Hong Kong in December 2010.

Mr. Lau is currently a member of the Legislative Council of Hong Kong. In February 2018, he was appointed by the Chief Executive of Hong Kong as a member of the Betting and Lotteries Commission. Mr. Lau serves as a member of the university council of the Chinese University of Hong Kong. He is a board member of Hong Kong Cyberport Management Company Limited. Mr. Lau is also a member of the Beijing Committee of the CPPCC and a member of the Jiangmen Committee of the CPPCC.

Save as disclosed above, Mr. Lau has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lau has entered into a letter of appointment with the Company under which he agreed to act as an independent non-executive Director for a period of three years commencing from 28 February 2019 until terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

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

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Mr. Lau does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lau was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations.

Under the letter of appointment entered into between Mr. Lau and the Company, Mr. Lau is entitled to receive service fee of HK\$120,000 per annum acting as an independent non-executive Director.

**OTHER INFORMATION**

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

*The English translation of terms or names in Chinese which are marked with “\*” is for identification purposes only. In the events of any inconsistency, the Chinese terms or names shall prevail.*

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

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 520,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 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 on the date of the Annual General Meeting, i.e. being 520,000,000 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, a total of 52,000,000 Shares, representing 10% of the total number 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.

Shares repurchase 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 SHARE REPURCHASE**

The Directors propose that the repurchase of Shares under the Share Repurchase Mandate would be financed from the Company's internal resources.

The Company may only apply funds legally available for share repurchase in accordance with the Articles of Association, the Companies Law and/or any other applicable laws, as the case may be.

**4. IMPACT OF SHARE 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 March 2021) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

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

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2020</b>		
July	0.213	0.169
August	0.175	0.164
September	0.176	0.147
October	0.167	0.151
November	0.190	0.154
December	0.195	0.161
<b>2021</b>		
January	0.193	0.141
February	0.500	0.145
March	0.186	0.160
April	0.445	0.157
May	0.390	0.230
June	0.350	0.280
July (up to the Latest Practicable Date)	0.295	0.250

**6. GENERAL**

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



The Company has not been notified by any 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 in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

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

## **7. TAKEOVERS CODE**

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

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Chong Sik and Mr. Chong Pun were interested in 235,950,000 and 154,050,000 Shares representing approximately 45.37% and 29.62% of the total issued share capital of the Company respectively. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of Mr. Chong Sik and Mr. Chong Pun would be increased to approximately 50.41% and 32.91% of the issued share capital of the Company respectively. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

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

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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# KNT

### KNT HOLDINGS LIMITED

### 嘉藝控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1025)**

Notice is hereby given that the Annual General Meeting of KNT Holdings Limited (the “Company”) will be held at 30/F, EW International Tower, No. 120 Texaco Road, Tsuen Wan, New Territories, Hong Kong on Friday, 20 August 2021 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 March 2021.
- 2(a). To re-elect Mr. Chong Sik as an executive director of the Company.
- 2(b). To re-elect Mr. Chong Pun as an executive director of the Company.
- 2(c). To re-elect Mr. Lau Kwok Fan as an independent non-executive director of the Company.
- 2(d). To authorise the board of directors to fix the respective directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of directors to fix their remuneration.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors 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; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.

“Rights Issue” means an offer of shares open for a period fixed by the directors 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).”

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

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**KNT Holdings Limited**  
**Chong Sik**  
*Chairman and Executive Director*

Hong Kong, 22 July 2021

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint 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 appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on Wednesday, 18 August 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 17 August 2021 to Friday, 20 August 2021, 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, unregistered holders of shares of the Company shall ensure that 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 16 August 2021.
5. A circular containing further details concerning items 2, 4, 5 and 6 set out in the above notice will be sent to all shareholders of the Company together with the 2021 Annual Report.
6. If tropical cyclone warning signal number 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning is in force at 8:00 a.m. or any time after 8:00 a.m. on 20 August 2021, the Annual General Meeting will not be held on 20 August 2021 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. "Business Day", in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong.
7. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Chong Sik, Mr. Chong Pun and Mr. Lam Chi Yuen; and four independent non-executive Directors, namely, Mr. Leung Martin Oh Man, Mr. Lau Koong Yep, Mr. Yuen King Sum and Mr. Lau Kwok Fan.*