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Yik Wo International Holdings Limited

易和國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8659)

NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2022 first extraordinary general meeting (the “**EGM**”) of the shareholders of Yik Wo International Holdings Limited will be held at Conference Room 126, No.301, Wukeng Industrial Zone, Longhu Town, Jinjiang City, Fujian Province on Friday, 1 April 2022 at 1:00 p.m. following purposes:

ORDINARY RESOLUTION

“THAT:

- (a) the Supplemental Agreements dated 20 January 2022 (the “**Agreements**”) entered into between the Company as purchaser and Mr. Xu Youjiang (“**Mr. Xu**”), Yeewo Pictures & Media Limited (“**Yeewo Pictures**”) and Mr. Gong Zongfan (“**Mr. Gong**”) as the vendors (the “**Vendors**”), in relation to the acquisition of the entire issued share capital in June Pictures & Media Limited at the consideration of RMB20,571,430, which shall be partly satisfied by (i) issue and allotment of 74,482,760 consideration shares (the “**Consideration Shares**”) to Mr. Xu at an issue price of HK\$0.232 per Consideration Share; (ii) issue of a debt instrument in the sum of RMB3,085,714 to Yeewo Pictures; and (iii) issue of a debt instrument in the sum of RMB3,085,714 to Mr. Gong (a copy of the Agreements has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the issue and allotment of the Consideration Shares), be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of the Consideration Shares by the Company to Mr. Xu (or at his direction) to settle part of the consideration payable by the Company in accordance with the terms and conditions of the Agreements and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the board of directors of the Company (the “**Directors**”) be and is hereby granted a specific mandate to allot and issue of the Consideration Shares in accordance with the terms and conditions of the Agreements; and

- (d) any Director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things, as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Agreements and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

Yours faithfully,
For and on behalf of the Board
Yik Wo International Holdings Limited
Xu Youjiang
Chairman and Executive Director

Hong Kong, 16 March 2022

Registered office:

Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman
KYI-1104
Cayman Islands

Principal place of business in the PRC:

Wukeng Industrial Zone
Longhu Town
Jinjiang City
Fujian Province
China

Principal place of business in Hong Kong:

Room 6, 3/F, Lladro Centre
72 Hoi Yuen Road
Kwun Tong
Kowloon
Hong Kong

Notes:

1. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the EGM 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, on a poll, vote on his/her/its behalf subject to the provision of the Articles of Association. A proxy need not be a Member but must be present in person at the EGM 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. 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 that power or authority, at the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the EGM or its adjourned meeting (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the EGM or its adjourned meeting should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of Members will be closed from 29 March 2022 to 1 April 2022 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the EGM, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 28 March 2022.
4. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll except where the chairman of the EGM (the “**Chairman**”), 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.
5.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the EGM, the EGM will be postponed and Members will be informed of the date, time and venue of the postponed EGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time appointed for holding the EGM and where conditions permit, the EGM will be held as scheduled.
 - (c) The EGM will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, Members should decide on their own whether or not they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Xu Youjiang, Ms. Xu Liping and Mr. Zhang Yuansheng; and three independent non-executive Directors, namely Mr. Chung Chi Kit, Mr. Liu Dajin and Mr. Deng Zhihuang.

PRECAUTIONARY MEASURES FOR THE EGM

The holding of the EGM in order to comply with the GEM Listing Rules and the Articles of Association could potentially create a significant risk in terms of the spread of the COVID-19 pandemic because of large crowds coming together.

The venue of EGM is located in Hong Kong. Shareholders attending the EGM shall pay early attention to and comply with the relevant regulations and requirements regarding health report, quarantine and observation during the COVID-19 epidemic prevention and control period in Hong Kong. The Company will strictly comply with the requirements regarding the COVID-19 epidemic prevention and control stipulated by government departments, and take relevant prevention and control measures including monitoring the temperatures of Shareholders attending the EGM under the guidance and supervision of relevant government departments.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the EGM, 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 EGM in person.

Not later than 48 hours before the time of the EGM

- (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 EGM by appointing the Chairman as their proxy instead of attending the EGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM 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 registrar in Hong Kong, whose address is stated below: Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the notice by post to Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. 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 EGM venue and alcohol rubs or hand sanitiser will be provided for use.
- (iii) Attendees must wear face-masks throughout the EGM and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the EGM venue. Please note that no masks will be provided at the EGM 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 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 EGM venue at the absolute discretion of the Company as permitted by law.