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## **Kiu Hung International Holdings Limited**

### **僑雄國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability)*

**(Stock Code: 00381)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**SGM**”) of Kiu Hung International Holdings Limited (the “**Company**”) will be held at Harbour Plaza Room 1, B1/F, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong on Friday, 28 April 2023 at 11:00 a.m. to consider and, if thought fit, pass, the following resolutions at the SGM for the following purposes:

#### **ORDINARY RESOLUTIONS**

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

**“THAT**

subject to and conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and the permission to deal in, the Consolidated Shares (as defined below):

- (a) with effect from the second business day immediately following the date on which this resolution is passed, every five (5) issued and unissued ordinary shares of the Company of HK\$0.01 each be consolidated into one (1) ordinary share of HK\$0.05 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank *pari passu* in all respects with each other (the “**Share Consolidation**”);
- (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share will be disregarded and will not be issued to the shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company; and
- (c) any one of the Directors be and is hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

## SPECIAL RESOLUTION

2. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT**

- (a) the proposed amendments to the existing bye-laws of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix I to the circular of the Company dated 6 April 2023, be and are hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all things necessary to implement and give effect to the Proposed Amendments.”

By order of the Board  
**Kiu Hung International Holdings Limited**  
**Zhang Qijun**  
*Chairman*

Hong Kong, 6 April 2023

*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use of the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, 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 must be deposited at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 6 April 2023 not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

*As at the date of this notice, the Board comprises three executive Directors, Mr. Zhang Qijun, Mr. Liu Mingqing and Ms. Lai Yee Man and three independent non-executive Directors, Mr. Kong Chun Wing, Mr. Wang Xiao Ning and Ms. Chen Yuxin.*