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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 your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in Miji International Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Miji International Holdings Limited**

**米技國際控股有限公司**

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

**(Stock Code: 1715)**

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE AND  
ISSUE SHARES AND EXTENSION MANDATE TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED ADOPTION OF  
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of Miji International Holdings Limited to be held at Suite 2703, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 31 May 2023 at 2:30 p.m. is set out on pages 28 to 33 of this circular.

If you do not intend or are unable to attend the Annual General Meeting in person and wish to appoint a proxy/proxies to attend and vote on your behalf, you are advised to read the notice and to complete and return the accompanying proxy form for use at the Annual General Meeting in accordance with the instructions printed thereon to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 2:30 p.m. on Monday, 29 May 2023) before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

19 April 2023

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Suite 2703, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 31 May 2023 at 2:30 p.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of Annual General Meeting
“Articles” or “Articles of Association”	the articles of association of the Company, adopted on 24 June 2018 and as amended from time to time
“Board”	the board of Directors
“Companies Act” or “Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Miji International 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)”	director(s) of the Company
“Extension Mandate”	a general unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of issued Shares as at the date of the passing of the relevant resolution at the Annual General Meeting

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## DEFINITIONS

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“Latest Practicable Date”	5 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company currently in force
“New Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles as set out in Appendix III to this circular
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Share Option Scheme”	a share option scheme approved and adopted by the Company on 24 June 2018
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### **Miji International Holdings Limited**

### **米技國際控股有限公司**

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

**(Stock Code: 1715)**

*Executive Directors:*

Madam Maeck Can Yue

*(Chairperson and Chief Executive Officer)*

Mr. Wu Huizhang

*Independent Non-executive Directors:*

Mr. Wang Shih-fang

Mr. Yan Chi Ming

Mr. Hooi Hing Lee

Mr. Li Wei

*Registered Office:*

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Suite 2703

27/F., Shui On Centre

No. 6-8 Harbour Road

Wan Chai

Hong Kong

19 April 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE AND  
ISSUE SHARES AND EXTENSION MANDATE TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED ADOPTION OF  
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, *inter alia*, (a) ordinary resolutions on the proposed grant of each of the Repurchase Mandate, Issue Mandate and Extension Mandate; (b) ordinary resolutions relating to the proposed re-election of retiring Directors; and (c) the proposed adoption of the New Memorandum and Articles of Association.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 29 June 2022, an ordinary resolution was passed by the Shareholders to grant the existing repurchase mandate to the Directors. Such Repurchase Mandate will expire at the conclusion of the Annual General Meeting.

Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of issued Shares on the date of the passing of such ordinary resolution (i.e. not exceeding 150,000,000 Shares based on the total number of issued Shares of 1,500,000,000 Shares as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the Annual General Meeting).

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required under the Listing Rules is set out in Appendix I to this circular.

### 3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 29 June 2022, an ordinary resolution was passed by the Shareholders to grant the existing Issue Mandate to the Directors. Such Issue Mandate will expire at the conclusion of the Annual General Meeting.

Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of issued Shares on the date of the passing of such resolution (i.e. not exceeding 300,000,000 Shares based on the total number of issued Shares of 1,500,000,000 Shares as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the Annual General Meeting).

### 4. EXTENSION MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the Repurchase Mandate, the Issue Mandate and the Extension Mandate will expire at the earliest of: (a) at the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (b) at the end of the period within which the Company is required by the Articles of Association, the Companies Law or any other applicable law of the Cayman Islands to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

### 5. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises of six Directors, of whom the executive Directors are Madam Maeck Can Yue and Mr. Wu Huizhang; independent non-executive Directors are Mr. Wang Shih-fang, Mr. Yan Chi Ming, Mr. Hooi Hing Lee and Mr. Li Wei.

Pursuant to article 108(A) of the Articles of Association, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company. Any Director who retires under this article shall then be eligible for re-election as Director. Mr. Wu Huizhang and Mr. Wang Shih-fang shall retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, the nomination committee of the Company (the “**Nomination Committee**”) has reviewed the re-election of the Directors through:

- (a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessing the independence of the independent non-executive Directors, being Mr. Wang Shih-fang, Mr. Yan Chi Ming, Mr. Hooi Hing Lee and Mr. Li Wei and considered whether they remained independent and suitable to continue to act in such roles.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

- (a) the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board; and

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## LETTER FROM THE BOARD

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- (b) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that Mr. Wang Shih-fang, Mr. Yan Chi Ming, Mr. Hooi Hing Lee and Mr. Li Wei:
- i. fulfill the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules; and
  - ii. are the persons of integrity and independent in character and judgement.

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered the re-election of Mr. Wu Huizhang as the executive Director; and Mr. Wang Shih-fang as the independent non-executive Director is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors at the Annual General Meeting.

Biographical details of each of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### **6. PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to make the Proposed Amendments to the Memorandum and the Articles to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and the Articles. A summary of the major areas of the Proposed Amendments are set out below:

- (1) to update the definition of “Act” to bring it in line with the Companies Act;
- (2) to provide that the Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine. The period of 30 days may be extended for a further period or periods not exceeding 30 days in respect of any year if approved by the Shareholders by Ordinary Resolution;
- (3) to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within 6 months after the end of the Company’s financial year;

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## LETTER FROM THE BOARD

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- (4) to provide that a minority stake in the total number of issued Shares, and the minimum stake required to do this shall not be less than 10% of the voting rights (on a one vote per Share basis) in the issued share capital of the Company. Such Shareholder(s) shall also be entitled to add resolutions to the agenda for the extraordinary general meeting concerned;
- (5) to provide that removal of the Auditors shall be deemed ordinary business that is transacted at an extraordinary general meeting and at an annual general meeting;
- (6) to provide that the chairman of the meeting may allow a resolution which are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the Shareholders; and relate to the duty of the Chairman to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views to be voted on by on a show of hands;
- (7) to provide that each Shareholder has the right to speak and (except where that Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration) vote at a general meeting;
- (8) to provide that where a Shareholder is a Clearing House, it may appoint one or more proxies or authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting of the Company, any meeting of any class of Shareholders or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders;
- (9) to provide that each reference to Directors' close associate(s) shall be deemed to be a reference to associate(s) (as defined in the Listing Rules) where the proposal, transaction, contract or arrangement concerned is a connected transaction;
- (10) to update that any Director appointed by the Board to fill a casual vacancy or appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at such annual general meeting;
- (11) to provide that the Shareholders may by Ordinary Resolution remove any Director before the expiration of his term of office;
- (12) to update the provision regarding the appointment of the auditor of the Company to fill any casual vacancy in the office of the auditor of the Company to include in the event that Shareholders have failed to appoint or re-appoint the auditor, and that any such auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders; and

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- (13) to add the definition of “financial year” and provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise determined by the Directors from time to time.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting, and will become effective upon the approval by the Shareholders at the Annual General Meeting.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Proposed Amendments and the New Memorandum and Articles of Association are prepared in the English language. The Chinese translation thereof is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

### **7. ANNUAL GENERAL MEETING**

At the Annual General Meeting, resolutions will be proposed in respect of ordinary business to be considered at the Annual General Meeting including re-election of retiring Directors and ordinary resolutions proposed to approve the grant of the Repurchase Mandate, the Issue Mandate and the Extension Mandate.

The notice convening the Annual General Meeting is set out on pages 28 to 33 of this circular. A proxy form for use at the Annual General Meeting is enclosed with this circular and such proxy form is also published on the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company’s website ([www.mijiholdings.com](http://www.mijiholdings.com)). If you do not intend or are unable to attend the Annual General Meeting in person and wish to appoint a proxy/proxies to attend and vote on your behalf, you are advised to read the notice and to complete and return the accompanying proxy form in accordance with the instructions printed thereon to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 2:30 p.m. on Monday, 29 May 2023) before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### 8. VOTING BY WAY OF POLL

Pursuant to the Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 9. RECOMMENDATION

The Directors consider that the ordinary resolutions in respect of the proposed grant of the Repurchase Mandate, the Issue Mandate and the Extension Mandate and the proposed re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of all resolutions at the Annual General Meeting.

### 10. GENERAL

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

### 11. MISCELLANEOUS

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

Yours faithfully,  
By order of the Board  
**Miji International Holdings Limited**  
**Maeck Can Yue**  
*Chairperson and Executive Director*

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

## **1. LISTING RULES**

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:

### **(a) Source of funds**

Repurchases must be made out of funds which are legally available for such purposes in accordance with the company's memorandum of association, the Articles of Association, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules.

### **(b) Maximum number of shares to be repurchased**

The shares proposed to be repurchased by a company must be fully paid up. A maximum of 10% of the number of issued shares of a company on the date of the passing of the relevant resolution approving the repurchase mandate may be repurchased on the Stock Exchange.

### **(c) Shareholders' approval**

The Listing Rules provide that all proposed on-market repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by specific approval with reference to a specific transaction or by way of a general mandate to the directors of the company.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,500,000,000 Shares.

Subject to the passing of the proposed ordinary resolution for the grant of the Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 150,000,000 Shares representing 10% of the total number of issued Shares as at the Latest Practicable Date.

**3. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares, but believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on 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 if the Directors believe that such repurchases will benefit the Company and its Shareholders.

**4. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purposes in accordance with its memorandum of association, the Articles of Association, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules.

A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the laws of the Cayman Islands, any repurchase by the Company may be made out of the profits or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles of Association and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

**5. IMPACT OF REPURCHASE**

The Directors consider that if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2022, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

During each of the previous 12 months, the highest and lowest prices at which the Shares were traded on the Stock Exchange prior to the Latest Practicable Date were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2022</b>		
April	0.112	0.063
May	0.158	0.066
June	0.169	0.105
July	0.135	0.099
August	0.116	0.097
September	0.124	0.103
October	0.145	0.107
November	0.135	0.113
December	0.122	0.096
<b>2023</b>		
January	0.170	0.096
February	0.133	0.091
March	0.148	0.115
April (Up to the Latest Practicable Date)	0.144	0.140

**7. UNDERTAKINGS**

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 under the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the memorandum of association of the Company and the Articles of Association.

**8. INTENTION TO SELL SHARES**

None of the Directors or, to the best of their knowledge and belief, having made all reasonable enquires, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the Annual General Meeting and exercised.

**9. INTENTION OF CORE CONNECTED PERSON(S) TO SELL SHARES**

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**10. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or 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 of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as result of any purchase of Shares made under the Repurchase Mandate, since none of the substantial Shareholders would hold 30% or more of the shareholding of the Company after the repurchase.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public.

**11. SHARE REPURCHASES MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The particulars of the retiring Directors eligible for re-election at the Annual General Meeting are set out below:*

**(a) Mr. Wu Huizhang – Executive Director**

Mr. Wu Huizhang (“**Mr. Wu**”), aged 44, was appointed as an Executive Director on 25 January 2021. He graduated from Jimei University (集美大學) with a Diploma in Port Administration. Mr. Wu has over 20 years of experience in export trading and enterprise management. Mr. Wu has been working as the General Manager of Xiamen Hezhong Zhiyuan Enterprise Management Co., Ltd.\* (廈門合眾致遠企業管理有限公司) (a company principally engaged in the provision of business consultancy services) since June 2017; and the Supervisor of Fuzhou Sihui Trading Co., Ltd.\* (福州斯惠貿易有限公司) (“**Fuzhou Sihui**”) (an export trading company) since May 2017. Mr. Wu also worked as the Deputy General Manager of Fuzhou Sihui from March 2010 to June 2016; and the Manager of Operation Department of Xiamen China Trade International Freight Forwarding Co., Ltd.\* (廈門中貿國際貨運代理有限公司) from September 2000 to January 2010. Mr. Wu was responsible for operation, strategic planning, financial and risk management of the aforesaid companies.

Mr. Wu has entered into a service agreement with the Company for a fixed term of three years commencing from 25 January 2021. Mr. Wu is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Wu is entitled to an annual remuneration to be determined by the remuneration committee of the Company and the Board by reference to, among other things, his responsibilities and the prevailing market terms.

<b>Capacity</b>	<b>Number of issued ordinary shares held</b>	<b>Number of share options held</b>
Beneficial owner	397,700,000	–

Save as disclosed above, Mr. Wu does not have any interests in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Wu has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) Mr. Wu has not held any other positions in the Company or any of its subsidiaries; (iii) Mr. Wu does not have any relationship with any other Directors, Senior Management, Substantial or Controlling Shareholders of the Company; (iv) Mr. Wu does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no information relating

to Mr. Wu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning Mr. Wu that needs to be brought to the attention of the shareholders of the Company.

**(b) Mr. Wang Shih-fang – Independent non-executive Director**

Mr. Wang Shih-fang (“**Mr. Wang**”), aged 53, was appointed as an Independent Non-Executive Director, a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company on 23 June 2018. He has over 17 years of experience in the finance industry. Between July 2014 and December 2016, Mr. Wang was the Managing Director of Haitong International Securities Group Limited. He was also acted as a first Vice President in business planning and support department of Fubon Asset Management Co., Ltd (富邦證券投資信託股份有限公司) between March 2010 and February 2014. Prior to that, he was appointed as an Associate Director of SinoPac Securities (Asia) Limited between November 2008 to April 2010. From August 2006 to October 2008, he served Pinebridge Investments Management Taiwan Limited (柏瑞證券投資信託股份有限公司, formerly known as 友邦證券投資信託股份有限公司 (AIG Investment Management Corporation (Taiwan) Ltd.)) as an Assistant Vice President and Head of Direct Sales. From October 2002 to July 2006, he served Eastspring Securities Investment Trust Co., Ltd (瀚亞證券投資信託股份有限公司, formerly known as 保誠證券投資信託股份有限公司 (PCA Securities Investment Trust Co., Ltd.)) as a Manager of the Financial Business Department.

In April 2001, Mr. Wang was awarded the Certificate of Securities Investment Trust and Consulting by Securities Investment Trust and Consulting Association of the ROC in Taiwan. In 2002, Mr. Wang was awarded the Certificate of Broker License by Securities and Futures Institute in Taiwan. Mr. Wang was also a Licensed Representative under the Securities and Futures Ordinance from January 2009 to April 2010.

Mr. Wang graduated from Fu-Jen Catholic University in Taiwan with a Bachelor’s Degree in Philosophy in June 1992 and a Master’s Degree in Arts in June 1995. Mr. Wang also obtained his Master’s Degree in Business Administration from the National Chengchi University in Taiwan in January 2012. Mr. Wang has also conducted Lectures at Fu-Jen Catholic University.

Mr. Wang has entered into a service agreement with the Company for a fixed term of 1 year commencing from 24 June 2022 and can be terminated by either party by giving not less than one month’ notice in writing. Mr. Wang is also subject to retirement by rotation and re-election in the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Wang is entitled to an annual salary of RMB106,200 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits), which was determined upon negotiation between Mr. Wang and the Company at arm’s length on the basis of his previous experience and professional qualifications as well as the prevailing market condition.

Save as disclosed above, (i) Mr. Wang has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) Mr. Wang has not held any other positions in the Company or any of its subsidiaries; (iii) Mr. Wang does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company; (iv) Mr. Wang does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no information relating to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning Mr. Wang that needs to be brought to the attention of the shareholders of the Company.

The following are the proposed amendments to the Memorandum and the Articles brought about by the adoption of the New Memorandum and Articles of Association.

Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Memorandum and Articles.

**THE MEMORANDUM OF ASSOCIATION****General amendments**

- (i) Replacing all references to the words “the Cayman Islands Companies Law” with “the Companies Act (Revised) of the Cayman Islands” wherever they appear in the Memorandum.

**Specific amendments****Article No.                      Proposed amendments showing changes to the existing Memorandum**

2.                      The registered office ~~will be situated~~of the Company is situated at the offices of ~~Ester Ocorian~~ Trust (Cayman) Limited, ~~P.O. Windward 3, Regatta Office Park, P.O. Box 1350, Clifton House, 75 Fort Street,~~ Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the ~~Directors~~directors of the Company may from time to time decide.
- 4.2                      To lend money with or without security either at interest or without and to invest money of the Company in such manner as the ~~Directors~~directors of the Company think fit.

**THE ARTICLES OF ASSOCIATION****General amendments**

- (i) Replacing all references to the defined term “Law” with “Act” wherever they appear in the Articles.

## Specific amendments

**Article No.**            **Proposed amendments showing changes to the existing Articles**

1                            (a) Table “A” of the Companies ~~Law (as revised)~~Act (Revised) of the Cayman Islands shall not apply to the Company.

(b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum ~~and Articles~~ of Association or these Articles shall not form part of the Memorandum ~~or of Association~~ or these Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:

**Articles:** means these Articles of Association in their present form and all supplementary, amended or substituted articles of association of the Company for the time being in force;

**Board:** means the board of Directors ~~of the Company~~ as constituted from time to time, or, as the context may require ~~the~~, a majority of ~~the~~ Directors present and voting at a meeting of the Directors at which a quorum is present;

**Clearing House:** means a clearing house recognised by the laws of the jurisdiction in which the Shares ~~of the Company~~ are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction, including but not limited to Hong Kong Securities Clearing Company Limited;

~~Close Associate~~close associate(s): shall ~~have~~has the meaning as ~~defined~~given to it in the Listing Rules;

**Companies ~~Law~~Act:** means the Companies ~~Law (as revised)~~Act (Revised) of the Cayman Islands (as amended from time to time) and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, ~~the~~its Memorandum of Association and/or ~~these~~ Articles ~~of Association~~;

**elected Shares:** has the meaning given to it in Article 160(a)(ii)(D);

**non-elected Shares:** has the meaning given to it in Article 160(a)(i)(D);

Subscription Right Reserve: has the meaning given to it in Article 195(a)(i);

- (c) (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies ~~Law Act~~ (except any statutory modification thereof not in force when these Articles become binding on the Company) ~~shall~~ bear the same meaning in these Articles, save that “~~company~~” ~~shall~~, where the context permits ~~include~~, “company” includes any company incorporated in the Cayman Islands or elsewhere; and
- (d) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of Shareholders representing not less than  $\frac{3}{4}$  of the ~~votes cast by~~ total voting rights of such Shareholders as, being entitled so to do, vote in person or by proxy, or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

- 2 ~~To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a~~ Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of ~~these~~ the Articles or to change the name of the Company.

- 5 (a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated ~~either with the consent in writing of the holders of not less than  $\frac{3}{4}$  in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.~~
- 15 (e) ~~Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.~~
- 17 (c) During the Relevant Period (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance. The Company may close any Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.

- (d) ~~The Register may~~ The Register may, after notice has been given by advertisement in a newspaper circulating generally in Hong Kong or where applicable, subject to the Listing Rules, or by any electronic means in such manner as may be accepted by the HK Stock Exchange to that effect, be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine. ~~The period of 30 days may be extended for a further period or periods not exceeding 30 days in respect of any year if approved by the Shareholders by Ordinary Resolution.~~

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At all times during the Relevant Period ~~other than the year of the Company's adoption of these Articles,~~ the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it; ~~and not more than 15 Months.~~ Each annual general meeting shall be held within six Months after the end of the Company's financial year (or such any longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. ~~The annual general meeting shall be held~~ in the Relevant Territory or elsewhere, as may be determined by the Board, and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

- 64 The Board may, whenever it thinks fit, convene an extraordinary general meeting. ~~Extraordinary~~ An extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, ~~at on~~ the date of deposit of the requisition, a minority stake in the total number of issued Shares, and the minimum stake required to do this shall not be less than 10% of the voting rights (on a one tenth of the paid up vote per Share basis) in the issued share capital of the Company having the right of voting at. Such Shareholder(s) shall also be entitled to add resolutions to the agenda for the extraordinary general meetings ~~meeting~~ meeting concerned. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
- 65 (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat or their proxies; and
- 67 (a) (iv) the appointment and removal of the Auditors;
- 68 ~~For~~ Unless otherwise specified, for all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.

- 72 At any general meeting a resolution put to the vote of the meeting shall be decided by way of poll, save that the chairman of the meeting may, ~~pursuant to the Listing Rules~~ in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted ~~on~~ on by ~~on~~ a show of hands~~-, in which case each Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy(ies) shall have one vote, provided that where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those that: (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the Shareholders; and (ii) relate to the duty of the Chairman to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views.~~
- 76 In the ~~case~~ event of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote. In ~~case~~ the event of any dispute as to the admission or rejection of any vote, the chairman of the meeting shall determine the same, and such determination shall be final and conclusive.
- 79A Each Shareholder has the right to speak and (except where that Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration) vote at a general meeting. Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.

- 85 Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder ~~of the Company~~. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were a Shareholder who is an individual ~~Shareholder~~.
- 92 (a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders ~~of the Company~~, and the person so authorised shall be entitled to vote and to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were a Shareholder who is an individual ~~Shareholder of the Company~~. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.

- (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) appoint one or more proxies or authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting of the Company ~~or at~~ any meeting of any class of Shareholders or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders, provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were a Shareholder who is an individual Shareholder, including the right to vote individually, the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands.
- 104 (a) Payments to any Director or past director of the Company of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the ~~director of the Company~~ Director or past director of the Company is contractually or statutorily entitled) must be approved by the Company in general meeting.
- 107 (g) Each reference to close associate(s) in paragraph (d) or (f) of this Article above shall be deemed to be a reference to associate(s) (as defined in the Listing Rules) where the proposal, transaction, contract or arrangement concerned is a connected transaction (as defined in the Listing Rules).

- 112           The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and ~~shall then be subject to~~ eligible for re-election at such annual general meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election: ~~at such annual general meeting~~. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.
- 114           The ~~Company Shareholders~~ may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.
- 176           (a) The ~~Company Shareholders~~ shall at each annual general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. ~~A No Director, or officer of the Company, or any employee of any such Director, or officer or employee of the Company, shall not be appointed as the Auditors of the Company.~~ The Board may fill any casual vacancy in the office of the Auditors, but while any such vacancy continues the surviving or continuing the Auditors (if any) may act. The remuneration of the Auditors shall be fixed by, or on the authority of, the ~~Company in the Shareholders at each annual general meeting by Ordinary Resolution, except that in, at any particular year the Company in annual general meeting may, the Shareholders may by Ordinary Resolution~~ delegate the fixing of such remuneration to the Board, and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

- (b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ~~Special~~Ordinary Resolution at any time before the expiration of their term of office, and, ~~if they do this,~~ shall, by Ordinary Resolution, at that meeting, appoint new ~~a~~Auditors in ~~its~~their place for the remainder of ~~the~~such term.
- 181 (b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the ~~register of members of the Company~~Register.
- 188 ~~Subject to the Companies Law, a~~ resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.

#### **FINANCIAL YEAR**

- 197 The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year of the Company shall end on 31 December in each year.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **Miji International Holdings Limited**

### **米技國際控股有限公司**

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

**(Stock Code: 1715)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Miji International Holdings Limited (the “**Company**”) will be held at Suite 2703, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 31 May 2023 at 2:30 p.m. for the following purposes:

1. to consider, receive and approve the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors (the “**Directors**”) and the independent auditors’ report of the Company for the year ended 31 December 2022;
2. each as separate resolution:
  - (a) to re-elect Mr. Wu Huizhang as executive Director;
  - (b) to re-elect Mr. Wang Shih-fang as independent non-executive Director;
  - (c) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of Directors to fix their remuneration; and

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## NOTICE OF ANNUAL GENERAL MEETING

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4. to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

- (1) **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares (the **“Shares”**) of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (**“SFC”**) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (**“Companies Law”**) and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
  - (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above, during the Relevant Period shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any or all of the Shares into a smaller or larger number of Shares respectively after the passing of this resolution), and the said approval 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 by the articles of association (the **“Articles of Association”**) of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; or
    - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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(2) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or deal with additional Shares, and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to
  - (i) a Rights Issue (as defined in paragraph (d) below);
  - (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;
  - (iii) the exercise of options under the Share Option Scheme (as defined in the prospectus of the Company dated 29 June 2018) or similar arrangement adopted by the Company from time to time; or
  - (iv) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association and other relevant regulations in force from time to time;

shall not exceed 20% of the total number of issued Shares as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any or all of the Shares into a smaller or larger number of Shares respectively after the passing of this resolution), and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) 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, the Companies Law or any other applicable law of the Cayman Islands to be held; and
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of options, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) (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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- (3) “**THAT** conditional upon resolutions No. 4(1) and 4(2) above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution No. 4(2) above be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to the resolution No. 4(1) above, provided that such extended number of Shares shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any or all of the Shares into a smaller or larger number of Shares respectively after the passing of this resolution).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(4) To consider and, pass the following resolution as a special resolution:

“**THAT:**

the amended and restated memorandum of association and articles of association of the Company (incorporating the proposed amendments of the existing memorandum of association and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated 19 April 2023) (“**Amended and Restated Memorandum and Articles of Association**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum of association and articles of association of the Company respectively in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company with immediate effect after the close of this meeting, and any Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to implement the adoption of the Amended and Restated Memorandum and Articles of Association.”

By order of the Board  
**Miji International Holdings Limited**  
**Maeck Can Yue**  
*Chairperson and Executive Director*

Hong Kong, 19 April 2023

*Principal place of business in Hong Kong:*

Suite 2703  
27/F., Shui On Centre  
No. 6-8 Harbour Road  
Wan Chai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at the above meeting.
2. Where there are joint registered holders of Shares, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. To be valid, a proxy form and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of such power or authority must be deposited at Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong (the “**Hong Kong Branch Share Registrar**”), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 2:30 p.m. on Monday, 29 May 2023) before the time appointed for holding this meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Thursday, 25 May 2023 to Wednesday, 31 May 2023 (both days inclusive), during which period no transfer of the shares will be effected. The holders of shares whose names appear on the register of members of the Company on Wednesday, 31 May 2023 will be entitled to attend and vote at the annual general meeting of the Company. In order to qualify for attending and voting at the annual general meeting of the Company or any adjournment thereof, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Wednesday, 24 May 2023.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution No. 4(1) above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances, which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing all the information reasonably necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Rules Governing the Listing of Securities on the Stock Exchange is set out in appendix I to the circular to shareholders of the Company date 19 April 2023.
7. In relation to the resolution No. 4(2) above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon the exercise of any options which have been granted or may be granted under the Share Option Scheme.
8. With regard to item 2 of this notice, details of the retiring Directors proposed for re-election are set out in appendix II to the circular to shareholders of the Company date 19 April 2023.
9. If tropical cyclone warning signal no.8 or above, “extreme conditions” caused by super typhoons or a black rainstorm warning is in effect at 12:00 noon on the date of the annual general meeting of the Company, the meeting will be postponed. The Company will post an announcement on its website ([www.mijiholdings.com](http://www.mijiholdings.com)) and designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
10. As at the date of this notice, the executive Directors are Madam Maeck Can Yue and Mr. Wu Huizhang; and the independent non-executive Directors are Mr. Wang Shih-fang, Mr. Yan Chi Ming, Mr. Hooi Hing Lee and Mr. Li Wei.