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*Perennial*

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## PERENNIAL INTERNATIONAL LIMITED

恒都集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00725)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of the Company will be held at Unit 2003, 20th Floor, Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 23 May 2023 at 11:00 a.m. to consider and, if thought fit, pass with or without amendments, the following resolutions:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2022.
2. To approve and declare a final dividend of HK\$0.30 per share for the year ended 31 December 2022.
3. (i) To re-elect Mr. Mon Chung Hung as an executive Director;  
(ii) To re-elect Mr. Chan Chun Yiu as an executive Director;  
(iii) To re-elect Mr. Lau Chun Kay as an independent non-executive Director;  
(iv) To re-elect Mr. Lee Chung Nai, Jones as an independent non-executive Director;  
(v) To appoint Mr. Mon Derek as an executive Director; and  
(vi) To authorize the board of Directors to fix the Directors’ remuneration.

\* *For identification purposes only*

4. To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorize the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without modification, resolutions nos. 5, 6 and 7 as ordinary resolutions of the Company:

5. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options for such purpose be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option under the share option scheme of the Company; or (iii) the allotment and issue of shares upon the exercise of any subscription rights attaching to the subscription warrants of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company in force from time to time, shall not exceed the aggregate of:
  - (i) 20% of the total number of shares of the Company in issue on the date of the passing of this resolution; and
  - (ii) subject to the passing of resolution no. 6 set out in the notice convening this meeting, the number of any shares of the Company repurchased by the Company subsequent to the passing of that resolution (up to a maximum equivalent to 10% of the total number of shares of the Company in issue on the date of the passing of that resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) 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 bye-laws of the Company, the Companies Act 1981 of Bermuda (the “**Companies Act**”) or any other applicable laws of Bermuda, to be held; and
- (iii) the passing of an ordinary resolution by the shareholders (the “**Shareholders**”) of the Company in general meeting revoking or varying authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion 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 jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act, as amended from time to time, and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which may 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 of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution 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 bye-laws of the Company, the Companies Act or any other applicable laws of Bermuda to be held; and
  - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”
7. “**THAT**, subject to the passing of resolutions no. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with shares pursuant to resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution.”

### **SPECIAL RESOLUTION**

As special business, to consider and, if thought fit, pass the resolution no. 8 as a special resolution of the Company:

8. “**THAT**:
- (i) the proposed amendments to the existing bye-laws of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix IV to the circular of the Company dated 21 April 2023, be and are hereby approved;
  - (ii) the new bye-laws of the Company (the “**New Bye-laws**”) which incorporate the Proposed Amendments (a copy of which has been produced to this meeting and marked “A” and for identification purpose signed by the chairman of the meeting), be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing bye-laws of the Company and with immediate effect after the close of the Annual General Meeting of the Company; and
  - (iii) any one director of the Company be and is hereby authorised to do all such acts and things (including filing the New Bye-laws with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the director of the

Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and the adoption of the New Bye-laws.”

By order of the Board  
**Perennial International Limited**  
**Lai Wing Hong**  
*Company Secretary*

Hong Kong, 21 April 2023

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*  
Units 2003–2006, 20th Floor  
Greenfield Tower, Concordia Plaza  
1 Science Museum Plaza  
Tsimshatsui, Kowloon  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the Annual General Meeting is enclosed. To be valid, the form of proxy must be duly 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 notarially certified copy of such power of attorney or authority at the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. Sunday, 21 May 2023 at 11:00 a.m. (Hong Kong time)) or adjourned meeting.
3. For determining the eligibility of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 18 May 2023 to Tuesday, 23 May 2023, both days inclusive, during which period no transfer of shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting will be Tuesday, 23 May 2023. In order to determine the identity of the Shareholders who are entitled to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Wednesday, 17 May 2023.
4. The board of Directors has recommended a final dividend of HK\$0.30 for the year ended 31 December 2022 per share and, if such dividend is declared by the members passing resolution no. 2, it is expected to be paid on Wednesday, 14 June 2023 to those shareholders whose names appeared on the Company's register of members on Monday, 5 June 2023.

5. If Typhoon Signal No. 8 or above is hoisted, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://perennial.todayir.com> and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.

*As at the date of this notice, the executive Directors are Mr. MON Chung Hung, Mr. CHAN Chun Yiu, Ms. MON Wai Ki, Vicky and Ms. MON Tiffany, the non-executive Director is Ms. KOO Di An, Louise and the independent non-executive Directors are Mr. LAU Chun Kay, Mr. LEE Chung Nai, Jones and Ms. CHUNG Kit Ying.*