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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in International Housewares Retail Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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International Housewares Retail Company Limited

國際家居零售有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1373)

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of International Housewares Retail Company Limited to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 26 September 2023 at 3:30 p.m. is set out on pages 12 to 16 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours 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.

Hong Kong, 29 August 2023

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 26 September 2023 at 3:30 p.m.
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board” or “Board of Directors”	the board of directors of our Company
“Company”	International Housewares Retail Company Limited, a company incorporated in the Cayman Islands with limited liability, with its shares listed on the Stock Exchange
“Director(s)”	the Director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 August 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented, or otherwise modified from time to time
“Memorandum and Articles of Association”	the memorandum of association and articles of association of the Company as amended, supplemented or modified from time to time
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued Shares as at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution number 5 of the notice of the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Award Scheme”	the Share Award Scheme adopted by the Board on 24 July 2015
“Shares Award”	an award of the Shares pursuant to the Share Award Scheme
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own Shares on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD

International Housewares Retail Company Limited

國際家居零售有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1373)

Executive Directors:

Ms. Ngai Lai Ha (*Chairman and Chief Executive Officer*)

Mr. Lau Pak Fai Peter (*Honorary Chairman*)

Mr. Cheng Sing Yuk (*Chief financial officer*)

Registered Office:

Cricket Square, Hutchins Drive

PO Box 2681, Grand Cayman

KY1-1111, Cayman Islands

Independent non-executive Directors:

Mr. Mang Wing Ming, Rene

Mr. Ng Sze Yuen, Terry

Mr. Yeung Yiu Keung

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

20th Floor, Tower B Southmark,

11 Yip Hing Street

Wong Chuk Hang

Hong Kong

29 August 2023

Dear Sirs or Madams,

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you details of the resolutions relating to, amongst other things, (a) the grant of the general mandate to the Directors to repurchase Shares; (b) the grant of the general mandate to the Directors to issue Shares; (c) the re-election of retiring Directors; together with other ordinary businesses set out in the notice of Annual General Meeting, which will be proposed at the Annual General Meeting for consideration and, where appropriate, approval by the Shareholders.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 29 September 2022, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. The Repurchase Resolution will therefore be proposed at the Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I hereto.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 29 September 2022, a general mandate was given to the Directors to issue Shares. Such general mandate will lapse at the conclusion of the forthcoming Annual General Meeting. Therefore, it will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued Shares at the date of the resolution (i.e. not exceeding 144,804,600 Shares based on the issued Shares of 724,023,000 Shares as at the Latest Practicable Date and assuming that such issued Shares remains the same at the date of passing the resolution) and adding to such general mandate so granted to the Directors any Shares representing the total number of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued Shares at the date of the Repurchase Resolution.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Ms. Ngai Lai Ha, Mr. Lau Pak Fai Peter and Mr. Cheng Sing Yuk, and the independent non-executive Directors are Mr. Mang Wing Ming, Rene, Mr. Ng Sze Yuen, Terry and Mr. Yeung Yiu Keung.

Pursuant to article 84(1) & (2) of the Articles of Association of the Company, Ms. Ngai Lai Ha and Mr. Mang Wing Ming, Rene shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

ANNUAL GENERAL MEETING

Set out on pages 12 to 16 of this circular is the notice of Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to the Shareholders in respect of ordinary business to be considered at the Annual General Meeting, including, among others, re-election of retiring Directors, the Repurchase Proposal, the general mandate for Directors to issue new Shares and the extension of the general mandate to issue new Shares.

ACTION TO BE TAKEN

A proxy form for use at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of a proxy form will not prevent you from attending and voting in person at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by 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.

RECOMMENDATION

The Directors believe that the Repurchase Proposal, the proposed general mandate for Directors to issue new Shares, the proposed extension of the general mandate to issue new Shares and the proposed re-election of retiring Directors are all in the best interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
for and on behalf of

International Housewares Retail Company Limited

NGAI Lai Ha

Chairman and Chief Executive Officer

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Proposal.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 724,023,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 72,402,300 Shares, representing not more than 10% of the issued Shares as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Proposal is in the best interest of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and the Listing Rules.

The laws of the Cayman Islands provide that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business.

4. IMPACT OF REPURCHASE

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 30 April 2023 in the event that the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months preceding and up to and including the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
August	3.02	2.82
September	3.02	2.77
October	2.86	2.52
November	2.82	2.59
December	2.97	2.71
2023		
January	2.98	2.80
February	2.88	2.77
March	2.90	2.80
April	2.90	2.85
May	3.00	2.84
June	2.95	2.83
July	2.97	2.60
August (up to and including the Latest Practicable Date)	2.70	2.22

6. UNDERTAKING

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 pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Proposal if such is approved by the Shareholders.

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

7. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, 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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Hiluleka Limited is beneficially interested in 324,000,000 Shares and is beneficially owned as to 50% by Ms. Ngai Lai Ha and 50% by Mr. Lau Pak Fai Peter. Accordingly, each of Ms. Ngai Lai Ha and Mr. Lau Pak Fai Peter is deemed to be interested in 324,000,000 Shares beneficially owned by Hiluleka Limited. Ms. Ngai Lai Ha has 800,000 Shares Award remained unvested. Besides, each of Ms. Ngai Lai Ha and Mr. Lau Pak Fai Peter has personal interest in 37,902,000 Shares and 26,570,000 Shares respectively.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Proposal, then (assuming the present shareholdings remain the same) the attributable interest of Hiluleka Limited, Ms. Ngai Lai Ha and Mr. Lau Pak Fai Peter would be increased from approximately 44.75%, 50.10% and 48.42% to approximately 49.72%, 55.66% and 53.80% of the issued share capital of the Company respectively.

In the event that the Repurchase Proposal is exercised in full, an obligation to make a general offer to Shareholders under Rules 26 and 32 of the Takeovers Code may arise. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such an extent as to result in takeover obligations. In the event that the Repurchase Proposal is exercised in full, the number of Shares held by the public would not fall below 25%.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares during the six months immediately preceding the Latest Practicable Date.

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

EXECUTIVE DIRECTOR**Ms. NGAI Lai Ha, aged 51**

Ms. Ngai is the co-founder of the Group and has been playing a key role in the continuing growth of the Group on different aspects since opening the first store in Hong Kong back to year 1991. Ms. Ngai is currently the Chairman and Group Chief Executive Officer of the Company. She is also an executive Director, the Chairman of nomination committee, and a member of the remuneration committee of the Company. Ms. Ngai has dedicated most of her time and efforts to developing the business, and has contributed significantly to the success of the Group throughout the years.

Taking the helm of the business, Ms. Ngai has spearheaded the Group's strategic plan development and execution, exploring new business opportunities in the ever-changing environment, enhancing the Group's all-round efficiency and effectiveness, improving the financial performance, consolidating the market and leading "JHC" become a major player in the Hong Kong housewares retail market. Leveraging on the network and relationships that she has personally established since the founding of the Group, Ms. Ngai has helped set a solid foundation for the Group to further expand the business and to penetrate into new markets.

Ms. Ngai is currently a member of the Nanjing Committee of the Chinese People's Political Consultative Conference, a vice chairman of the Quality Tourism Services Association, a honorary president of the Hong Kong Federation of Women, a member of Retail Industry Training Advisory Committee, an honorary director of the University of Hong Kong Foundation, a member of Yau Tsim Mong District Youth Development and Civic Education Committee, an honorary president of Nanjing (H.K.) Association Limited, an executive committee of the Guangdong Federation of Industry and Commerce, the district president of the Yau Tsim District, Scout Association of Hong Kong, and a vice chairman of the Women Affairs Committee of HKCPPCCMA. Ms. Ngai graduated from the Hong Kong Metropolitan University with a Bachelor of Business Administration degree in 2002. Ms. Ngai was also awarded the Honorary Fellow of the Professional Validation Centre of Hong Kong Business Sector in 2015. Ms. Ngai was honored the "Excellent Business women of the Year" by the Hong Kong Commercial Daily in 2017, "GBA Outstanding Women Entrepreneur Award" co-hosted by Hong Kong Small and Medium Enterprises Association and Metro Broadcast Corporation Limited in 2019 and "CEO Marketer of the Year" by Hong Kong Institute of Marketing (HKIM) in 2023.

The Company is controlled by Hiluleka Limited (incorporated in the British Virgin Islands), which owns 44.75% of the Company's issued Shares and which is owned as to 50% by Ms. Ngai, and 50% by Mr. Lau Pak Fai Peter, both of them being directors of Hiluleka Limited. Save as disclosed above, Ms. Ngai does not hold any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas and she does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company.

Ms. Ngai has entered into a service contract with the Company for a term of three years commencing from 25 September 2022. Ms. Ngai is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Details of director's emolument (which included share-based compensation) paid to Ms. Ngai are disclosed in the annual report for the year ended 30 April 2023. The amount of which was recommended by the remuneration committee with reference to her experience, duties and responsibilities to the Company and prevailing market conditions and determined by the Board in accordance with the authorisation given by the Shareholders at the annual general meeting.

As at the Latest Practicable Date, Ms. Ngai is deemed to have interests in 324,000,000 Shares beneficially owned by Hiluleka Limited, by virtue of her controlling shareholding (i.e. 50%) in Hiluleka Limited and has personal interests in 37,902,000 Shares and 800,000 Share Awards remained unvested within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Mang Wing Ming, Rene, aged 71

Mr. Mang was appointed as an independent non-executive Director, Chairman of the audit committee and a member of the nomination committee and remuneration committee of the Company with effect from 1 November 2014. He has subsequently been appointed as Chairman of the remuneration committee of the Company with effect from 25 September 2015. Mr. Mang is currently the Managing Partner of Silversteps Limited, providing executive training and business consulting services to retailers in Asia.

Mr. Mang possesses over 40 years of business experience in wholesale and retail sector in Hong Kong, Mainland China, Canada and Asian countries. Mr. Mang served as the chief executive in various reputable retailers over 15 years, including Country President of Wal-Mart Korea Company Limited in Korea and Chief Operating Officer of Trust-Mart China Company Limited in China, both of which are wholly owned subsidiaries of Wal-Mart Stores Inc, the largest retailer in the world in terms of revenue in 2013. Besides, he was the Chief Executive Officer of Hong Kong Seibu Enterprises Company Limited in Hong Kong and the Group Chief Executive Officer of G2000 Apparels Group covering Hong Kong, Mainland China and Asia. From March 2010 until his resignation on 3 December 2014, Mr. Mang was the Commissioner (equivalent to non-executive director in common law countries) of PT Matahari Department Store Tbk in Indonesia (Stock code LPPF.JK on Indonesia Stock Exchange), which operated over 100 department stores in Indonesia in October 2014.

Mr. Mang is a member of American Institute of Certified Public Accountants since 1996 and is a fellow member of The Hong Kong Institute of Directors since 1 October 2014. Mr. Mang graduated from the Chinese University of Hong Kong with a Bachelor of Business Administration degree in 1974.

According to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the shareholders of the Company. Mr. Mang Wing Ming, Rene will have been appointed as an independent non-executive Director for more than nine years from 1 November 2023. The Company has received from Mr. Mang a confirmation of independence according to Rule 3.13 of the Listing Rules. Mr. Mang has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Board considers Mr. Mang to be independent under the Listing Rules despite the fact that he will be serving the Company for more than nine years. The Board believes that Mr. Mang's continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Mang who has over time gained valuable insight into the Group. A separate resolution will be proposed for his re-election at the Annual General Meeting.

Save as disclosed above, Mr. Mang does not hold any other position within the Group and does not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Mang has entered into a letter of appointment with the Company for a term of one year commencing from 1 November 2022. Mr. Mang is subject to retirement by rotation and re-election in accordance with the Articles of Association. Details of director's emolument (which included share-based compensation) paid to Mr. Mang are disclosed in the annual report for the year ended 30 April 2023. The amount of which was recommended by the remuneration committee with reference to his experience, duties and responsibilities to the Company and prevailing market conditions and determined by the Board in accordance with the authorisation given by the Shareholders at the annual general meeting.

As at the Latest Practicable Date, Mr. Mang has personal interests in 424,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of the above retiring Directors and there are no other information that need to be disclosed pursuant to any of the requirements of the rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

International Housewares Retail Company Limited

國際家居零售有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1373)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of International Housewares Retail Company Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 26 September 2023 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 30 April 2023.
2. To declare the final dividend and special dividend.
3.
 - (1) To re-elect Ms. Ngai Lai Ha as the director of the Company;
 - (2) To re-elect Mr. Mang Wing Ming, Rene as the director of the Company; and
 - (3) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint auditor and to authorise the board of directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company which the directors of the Company are authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of this resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing this resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be allotted and issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and
- (d) for the purpose 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 law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company 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 outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolution nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to resolution no. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such number of shares so repurchased shall not exceed 10% of the total number of the issued shares of the Company as at the date of the said resolution.”

By Order of the Board
International Housewares Retail Company Limited
NGAI Lai Ha
Chairman and Chief Executive Officer

Hong Kong, 29 August 2023

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. The register of members of the Company for the forthcoming annual general meeting of the Company to be held on Tuesday, 26 September 2023 will be closed from Thursday, 21 September 2023 to Tuesday, 26 September 2023, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the forthcoming annual general meeting of the Company, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 20 September 2023.
3. Subject to the approval of the shareholders at the forthcoming annual general meeting of the Company to be held on Tuesday, 26 September 2023, the proposed final dividend and special dividend will be payable to the shareholders of the Company whose names appear on the register of members of the Company after the close of business on Tuesday, 10 October 2023 and the register of members of the Company will be closed from Friday, 6 October 2023 to Tuesday, 10 October 2023, (both days inclusive), during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend and special dividend, all share transfer documents, accompanied by the relevant share certificates lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 5 October 2023.
4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

NOTICE OF ANNUAL GENERAL MEETING

5. To be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a member from attending and voting in person at the meeting.
6. With regard to item no. 3 of this notice, details of retiring directors of the Company proposed for re-election are set out in Appendix II of the circular to shareholders of the Company dated 29 August 2023.
7. As at the date of this notice, the executive directors of the Company are Ms. Ngai Lai Ha, Mr. Lau Pak Fai Peter and Mr. Cheng Sing Yuk, and the independent non-executive directors of the Company are Mr. Mang Wing Ming, Rene, Mr. Ng Sze Yuen, Terry and Mr. Yeung Yiu Keung.