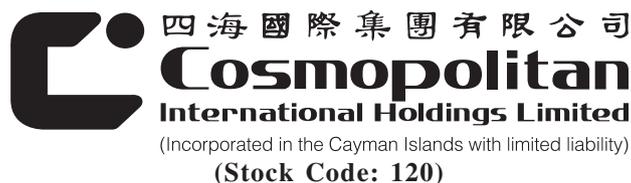


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## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Cosmopolitan International Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 24 October 2023 at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong, for considering and, if thought fit, approving the following resolutions, as ordinary or special resolutions of the Company (as the case may be):

### ORDINARY RESOLUTION

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

1. “**THAT:**

- (a) subject to and conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued upon the Share Consolidation (as defined below) becoming effective; and (ii) satisfaction of all conditions as set out in the paragraph headed “Conditions precedent to the Cosmo Share Consolidation” in the section headed “Letter from the Cosmopolitan Board” contained in the circular of the Company dated 5 October 2023 (“**Circular**”), with effect from the Effective Date (as defined in paragraph (e) of this resolution):
- (i) every ten (10) issued and unissued ordinary shares of HK\$0.002 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.02 each (“**Consolidated Share**”) and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (“**Articles of Association**”); and
- (ii) every ten (10) issued and unissued non-voting non-redeemable convertible preference shares of HK\$0.002 each in the share capital of the Company be consolidated into one (1) non-voting non-redeemable convertible preference share of HK\$0.02 each (“**Consolidated Convertible Preference Share**”) and such Consolidated Convertible Preference Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of non-voting non-redeemable convertible preference shares contained in the Articles of Association;

- (b) following the share consolidation mentioned in paragraph (a) above (“**Share Consolidation**”) becoming effective on the Effective Date, the authorised share capital of the Company will be changed from HK\$250,000,000 divided into 120,602,390,478 ordinary shares of par value of HK\$0.002 each and 4,397,609,522 non-voting non-redeemable convertible preference shares of HK\$0.002 each to HK\$250,000,000 divided into 12,060,239,047.8 Consolidated Shares of par value of HK\$0.02 each and 439,760,952.2 Consolidated Convertible Preference Shares of HK\$0.02 each;
- (c) all fractional entitlements to the issued Consolidated Shares or issued Consolidated Convertible Preference Shares (as the case may be) resulting from the Share Consolidation (if any) will not be issued to holders of such shares but will be aggregated and, if possible, sold (if a premium, net of expenses, can be obtained) and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company may think fit;
- (d) the directors of the Company be and are authorised generally to sign and execute such documents and take any and all steps, and to do and/or procure to be done any and all acts and things which in their opinion may be necessary, desirable or expedient to implement and carry into effect the Share Consolidation, including the aggregation of all the fractional entitlements that may arise from the Share Consolidation and sale (if a premium, net of expenses, can be obtained) of these entitlements for the benefit of the Company; and
- (e) for the purpose of this resolution, “**Effective Date**” means the second business day (as defined in the Rules Governing the Listing of Securities on the Stock Exchange) in Hong Kong after the date on which this resolution is passed by the shareholders of the Company or the conditions mentioned in paragraph (a) above are satisfied (whichever is the later).”

## **SPECIAL RESOLUTIONS**

To consider and, if thought fit, pass the following resolutions as special resolutions:

2. “**THAT**, subject to the passing of the resolutions numbered 1 and 3 as set out in the notice of extraordinary general meeting of the Company of which this resolution forms part and the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant, and not having withdrawn or revoked, the listing of, and permission to deal in any Cosmo Bonus Shares and Cosmo Bonus CN Shares (both as defined below):

- (a) the necessary sum be capitalized from the amounts standing to the credit of its reserve or fund (including the Company's share premium account, capital redemption reserve and profit and loss account) so that the directors of the Company ("**Directors**") be and are hereby authorized and directed to apply such sum in paying up in full the ordinary shares with a par value of HK\$0.02 each in the share capital of the Company ("**Cosmo Bonus Shares**") for allotment, issue and distribution credited as fully paid at HK\$0.10 each, to and amongst the holders of the ordinary shares and non-voting non-redeemable convertible preference shares, with a par value of HK\$0.02 each in the share capital of the Company whose names appear on the relevant registers of members of the Company on the record date to be fixed by the Directors for ascertaining entitlements of such holders thereto ("**Record Date**") (other than those holders who shall have elected to receive the Cosmo Bonus CNs (as define below) in lieu of all or part of their entitlements to the Cosmo Bonus Shares pursuant to the terms of such issue, and excluding those holders ("**Non-Qualifying Shareholders**") whom the Directors, after making enquiry, are of the view that it would be necessary or expedient to exclude it/them on account either of legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction) on a pro-rata basis of two (2) Cosmo Bonus Shares for every one (1) ordinary share, or non-voting non-redeemable convertible preference shares, in the share capital of the Company (as the case may be) held by such holders on the Record Date;
- (b) the Cosmo Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the memorandum of association and articles of association of the Company (as amended from time to time) and shall rank *pari passu* in all respects with the ordinary shares in issue on the day on which the Cosmo Bonus Shares are issued and allotted;
- (c) the Directors be and are hereby authorised to arrange for the Cosmo Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Cosmo Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100.00, in which case the Directors be and are hereby authorised to retain such amount for the benefit of the Company;
- (d) the terms and conditions of the deed poll ("**Deed Poll**", a copy of a draft of which marked "A" is produced to this Meeting and signed by the chairman of this Meeting for the purpose of identification) be and are hereby approved, and the Directors be and are hereby authorised to make such variation or amendment thereto as are, in the opinion of the Directors, in the interests of the Company and the creation, issue and

distribution of the convertible notes as constituted by the Deed Poll (with such variation or amendments as aforesaid) (“**Cosmo Bonus CNs**”) to holders of ordinary shares and non-voting non-redeemable convertible preference shares (with a par value of HK\$0.02 each) in the share capital of the Company on the Record Date who elect to receive the Cosmo Bonus CNs in lieu of all or part of their entitlements to the Cosmo Bonus Shares pursuant to terms of such issue by way of capitalisation of the necessary sum from the amounts standing to the credit of the Company’s reserve or fund (including the Company’s share premium account and profit and loss account) be and are hereby also approved;

- (e) the Directors be and are hereby authorised to allot and issue ordinary shares in the share capital of the Company, credited as fully paid, upon conversion of the Cosmo Bonus CNs or otherwise in accordance with the terms and conditions of the Cosmo Bonus CNs and the Deed Poll and that the Cosmo Bonus CN Shares shall, when allotted and issued, rank *pari passu* in all respects with all other ordinary shares in issue on the date of such allotment and issue on and subject to the terms and conditions of the Cosmo Bonus CNs and the Deed Poll; and
- (f) the Directors be and are hereby authorised, for and on behalf of the Company, to take all steps and do all acts and things as they consider to be necessary, appropriate or expedient in connection with and to implement and, or give effect to the transactions contemplated by the issue and distribution of the Cosmo Bonus Shares and the Cosmo Bonus CNs, and the allotment and issue of the ordinary shares of Cosmopolitan upon conversion of the Cosmo Bonus CNs (“**Cosmo Bonus CN Shares**”), and without limitation to the generality of the foregoing, the Directors be and are hereby authorised to make all appropriations and applications of the amounts resolved to be capitalized thereby and all allotments and issues of fully paid shares or debentures as mentioned above, to make such exclusions or other arrangements in relation to fractional entitlements and/or the Non-Qualifying Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in any territory and to determine the amount to be capitalised out of the Company’s reserve or fund (including the Company’s share premium account, capital redemption reserve and profit and loss account) (if appropriate), the number of Cosmo Bonus Shares to be allotted, issued and distributed in the manner referred to in paragraph (a) of this resolution and the number of Cosmo Bonus CN Shares to be issued and allotted in the manner referred to in paragraph (e) of this resolution, executing all such other documents, instruments and agreements and doing all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under such issues of securities of the Company.”

3. **“THAT** the Articles of Association be amended as follows with effect from the Effective Date (both as defined in resolution numbered 1 in the notice of extraordinary general meeting of the Company of which this resolution forms part):
- (i) the existing Article 3 of the Articles of Association be deleted in its entirety and substituted therefor with the following:

“3. The authorized share capital of the Company shall be HK\$250,000,000 divided into 12,060,239,047.8 ordinary shares with a par value of HK\$0.02 each and 439,760,952.2 non-voting non-redeemable convertible preference shares with a par value of HK\$0.02 each.”;
  - (ii) the existing Article 3A.1 of the Articles of Association be amended by replacing the word “Articles” with “Article” and deleting the wording “and 3A.5(i)” in the first line of Article 3A.1;
  - (iii) the existing Article 3A.13(c) of the Articles of Association be deleted in its entirety and substituted therefor with the following:

“3A.13(c) “Conversion Factor” means one (1) (as a result of the consolidation of every ten (10) non-voting non-redeemable convertible preference shares with a par value of HK\$0.002 each in the share capital of the Company into one (1) non-voting non-redeemable convertible preference share with a par value of HK\$0.02 each in the share capital of the Company set out in Article 3), as may be adjusted pursuant to Articles 3A.5;”;
  - (iv) the existing Article 63(b) of the Articles of Association be deleted in its entirety and substituted therefor with the following:

“(b) The Company may by special resolution reduce its capital or any capital redemption reserve fund in any manner prescribed by the Act and the rules and regulations of the Designated Stock Exchange.”;
  - (v) the existing Article 142(a) of the Articles of Association be deleted in its entirety and substituted therefor with the following:

“142. (a) The Company may, upon the recommendation of the Directors, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the share premium and the profit and loss account) of the Company whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the members or any class of members who would be entitled thereto if it were distributed by way of dividend and in the same proportions (or such other proportions as may be determined by special resolution of the members of the Company) on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such members respectively or in paying

up in full unissued shares, debentures, securities or other obligations of the Company, to be allotted and distributed credited as fully paid up among such members in the proportion aforesaid, or partly in one way and partly in the other (in each case, a “**Capitalisation**”); Provided always that the Company shall be entitled to allow any member to elect to receive, in lieu of any or all such shares, debentures or other securities to be paid up and issued upon any such Capitalisation, an instrument entitling such member to be issued with shares, debentures or other securities (of an equivalent number subject to adjustment and otherwise on such terms as the Directors consider fit) at a point of time prior to or subsequent to such Capitalisation (an “**Alternative Instrument**”), and the election of any such member to receive an Alternative Instrument in lieu of shares, debentures or other securities shall not prejudice or invalidate such Capitalisation; and the Directors shall give effect to such resolution provided that, for the purposes of this Articles, any capital redemption reserve may be applied only in paying up in full unissued shares of the Company to be allotted to such members credited as fully paid. In carrying sums to reserve and in applying the same the Directors shall comply with the provisions of the Act.”

- (vi) the existing Article 142(b) of the Articles of Association be deleted in its entirety and substituted therefor with the following:

“(b) Notwithstanding any provisions in Article 142(a), any sum standing to the credit of any of the Company’s reserve or fund (including share premium and the profit and loss account of the Company) as decided by the Directors to be capitalized under Article 142(a) (“**capitalised sum**”), may be used and applied by the Company to pay up in full unissued shares, debentures or other securities of the Company to be allotted and issued credited as fully paid (at par or otherwise) to (i) holder(s) of the Alternative Instrument (irrespective of whether such person is a member) on the terms of the Alternative Instrument and, or (ii) any person upon the conversion of (x) any Alternative Instrument issued pursuant to Article 142(a) (irrespective of whether such person being issued with such shares, debentures or other securities upon such conversion is a member), and (y) any further or additional alternative instruments issued to any person by virtue or as a consequence of their rights as a holder of any Alternative Instrument issued pursuant to Article 142(a) provided that where such person being issued with such shares, debentures or other securities credited as fully paid (at par or otherwise) upon conversion of the Alternative Instrument is not, or may not be, a member of the Company, such issue shall be authorized by a special resolution of the members of the Company.”

(vii) the following new Article 142(d) be added immediately after the existing Article 142(c):

“(d) The Directors may settle, as they consider appropriate, any difficulty arising in regard to any distribution under this Article and in particular may issue certificates in respect of fractions of shares, debentures or securities or authorise any person to sell and transfer any fractions or may resolve that the distribution should be as nearly as may be practicable in the correct proportion but not exactly so or may ignore fractions altogether, and may determine that cash payments shall be made to any members in order to adjust the rights of all parties, or make provisions for such entitlements to be accrued to the Company rather than to the members concerned, as may seem expedient to the Directors. The Directors may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract necessary or desirable for giving effect thereto and such appointment and contract shall be effective and binding upon the members. The Directors shall further make all appropriations and applications of the amount resolved to be capitalized and all allotments and issues of fully paid shares, debentures, securities or other obligations, if any, of the Company and generally do all acts and things required to give effect to any resolution passed under this Article.”

By Order of the board of directors of  
**Cosmopolitan International Holdings Limited**  
**Eliza LAM Sau Fan**  
*Secretary*

Hong Kong, 5 October 2023

Notes:

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. The proxy form must be deposited with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, (the "**Share Registrar**") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
3. For the purpose of ascertaining shareholders' entitlement to attend and vote at the Meeting, the Register of Ordinary Shareholders of the Company will be closed from Wednesday, 18 October 2023 to Tuesday, 24 October 2023, both days inclusive, during which period no transfers of the ordinary shares of the Company will be effected. In order to be entitled to attend and vote at the Meeting, all transfers of ordinary shares and/or conversions of the convertible securities of the Company, duly accompanied by the relevant share certificates and/or the certificates of the convertible securities, together with, where appropriate, the relevant conversion notices, must be lodged with the Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 17 October 2023.
4. There will be no distribution of corporate gifts or serving of refreshments at the Meeting.
5. In the event that a typhoon signal no. 8 (or above) or a black rainstorm warning is in effect on the day of the Meeting, shareholders of the Company are requested to call the Company's hotline at (852) 2894-7521 on that day to enquire about the arrangements of the Meeting.

As at the date of this announcement, the Board of Directors of the Company comprises the following members:

**Executive Directors:**

Mr. LO Yuk Sui

*(Chairman and Chief Executive Officer)*

Mr. Jimmy LO Chun To

*(Vice Chairman and Managing Director)*

Miss LO Po Man *(Vice Chairman)*

Mr. Kenneth WONG Po Man

*(Chief Operating Officer)*

Mr. Kelvin LEUNG So Po

*(Chief Financial Officer)*

Mr. Kenneth NG Kwai Kai

**Independent Non-Executive Directors:**

Mr. Francis BONG Shu Ying

Ms. Alice KAN Lai Kuen

Mr. David LI Ka Fai

Mr. Abraham SHEK Lai Him, GBS, JP