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Kiu Hung International Holdings Limited

僑雄國際控股有限公司

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

(Stock Code: 00381)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of Kiu Hung International Holdings Limited (the “**Company**”) will be held at Harbour Plaza Room 1, B1/F, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong on Tuesday, 16 January 2024 at 11:00 a.m. to consider and, if thought fit, pass, the following resolutions at the SGM for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT**

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

- (a) with effect from the second business day immediately following the date on which this resolution is passed, every two (2) issued and unissued ordinary shares of the Company of HK\$0.05 each be consolidated into one (1) ordinary share of HK\$0.1 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank pari passu in all respects with each other (the “**Share Consolidation**”);
- (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company; and
- (c) any one of the Directors be and is hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

2. **“THAT**

- (a) the placing agreement dated 29 August 2023 (as supplemented by the supplemental placing agreement dated 20 October 2023 and the second supplemental placing agreement dated 18 December 2023) (the **“Placing Agreement”**, a copy of which is marked “A” and signed by the chairman of the SGM for identification purpose has been tabled at the SGM) entered into between the Company and CNI Securities Group Limited in relation to the placing of convertible bonds of the Company under the specific mandate in the principal amount of up to HK\$45,000,000 (the **“Convertible Bonds”**) entitling the holders thereof to convert the principal amount thereof into up to 150,000,000 ordinary shares of the Company (the **“Conversion Shares”**) at the initial conversion price of HK\$0.3 (subject to adjustment) per Conversion Share, and all the transactions contemplated thereunder (including the issue of the Convertible Bonds and allotment and issue of the Conversion Shares be and are hereby approved, confirmed and ratified;
- (b) subject to the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares, the allotment and issue of the Conversion Shares be and are hereby approved; and
- (c) any one of the Directors be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Placing Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Placing Agreement) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 27 December 2023

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use of the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 27 December 2023 not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

As at the date of this notice, the Board comprises three executive Directors, Mr. Zhang Qijun, Mr. Liu Mingqing and Mr. Sun Weiwei and three independent non-executive Directors, Ms. Wei Yu, Mr. Wang Xiao Ning and Ms. Chen Yuxin.