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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 Volcano Spring 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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Volcano Spring International Holdings Limited

火山邑動國際控股有限公司

(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,
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Volcano Spring International Holdings Limited to be held at Suite 2703, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 28 June 2024 at 2:30 p.m. is set out on pages 15 to 20 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 Wednesday, 26 June 2024) 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.

17 April 2024

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DEFINITIONS

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 Friday, 28 June 2024 at 2:30 p.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of Annual General Meeting
“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”	Volcano Spring 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
“Latest Practicable Date”	3 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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

LETTER FROM THE BOARD

Volcano Spring International Holdings Limited

火山邑動國際控股有限公司

(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

17 April 2024

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,
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; and (b) ordinary resolutions relating to the proposed re-election of retiring Directors.

2. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 28 June 2023, 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.

LETTER FROM THE BOARD

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 189,030,000 Shares based on the total number of issued Shares of 1,890,300,000 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 28 June 2023, 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 378,060,000 Shares based on the total number of issued Shares of 1,890,300,000 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.

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.

LETTER FROM THE BOARD

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. Yan Chi Ming and Mr. Li Wei 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

LETTER FROM THE BOARD

- (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. Yan Chi Ming and Mr. Li Wei as the independent non-executive Directors 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. 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 15 to 20 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) and the Company's website (www.volcanospring.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 Wednesday, 26 June 2024) 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.

LETTER FROM THE BOARD

7. 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.

8. 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.

9. GENERAL

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

10. 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
Volcano Spring 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 1,890,300,000 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 189,030,000 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 2023, 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 HK\$	Lowest HK\$
2023		
April	0.148	0.093
May	0.200	0.095
June	0.193	0.112
July	0.127	0.093
August	0.105	0.080
September	0.083	0.060
October	0.094	0.062
November	0.083	0.065
December	0.074	0.051
2024		
January	0.065	0.039
February	0.047	0.020
March	0.037	0.024
[#] April (Up to the Latest Practicable Date)	0.800	0.780

[#] Share Consolidation becomes effective on 2 April 2024

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. Yan Chi Ming – Independent Non-Executive Director

Mr. Yan Chi Ming (“**Mr. Yan**”), aged 69, was appointed as an Independent Non-Executive Director, Chairperson of the Remuneration Committee and a member of the Audit Committee of the Company on 23 June 2018. He has over 23 years of experience in construction, property development and investment in Hong Kong and mainland China. He has been the Chief Executive Officer of Gateway Development & Investment Limited since June 2011. Prior to that, Mr. Yan held senior positions of a number of companies listed on the main board of the Stock Exchange, including MTR Corporation Limited (from 2004 to 2011 with his last position as the Chief Development Manager – Shenzhen), COSCO International Land Limited, a wholly owned subsidiary of COSCO International Holdings Limited (from 1997 to 1998 as a General Manager) and the group of Shui On Holdings Limited (from 1999 to 2003, with his last position as an assistant general manager). Mr. Yan was an Executive Director and the Chairman of the Board of Directors of Kong Shum Union Property Management (Holding) Limited (a company listed on the GEM of the Stock Exchange, Stock code: 08181) between December 2015 and July 2016.

Mr. Yan was admitted as a member of the Institution of Civil Engineers of the United Kingdom (the “**UK**”) in June 1980. He was elected a member of the Institution of Structural Engineers of the UK in November 1982.

Further, Mr. Yan was elected as a fellow member of the Hong Kong Institute of Real Estate Administration in April 1999. He was also admitted as a fellow member of the Hong Kong Institute of Directors in December 2011.

Mr. Yan obtained a Bachelor Degree of Science in Engineering and a Master Degree of Business Administration from the University of Hong Kong in Hong Kong, China in November 1976 and November 1985 respectively. Mr. Yan also obtained a Master Degree of Science in Economics from the University of London in the UK in September 1989.

APPENDIX II**BIOGRAPHICAL DETAILS OF
RETIRING DIRECTORS FOR RE-ELECTION**

Mr. Yan was previously a Director or Legal Representative or Responsible Person of the companies shown in the table below at the time of their respective dissolution:

Company	Place of incorporation/ establishment	Position	Date of dissolution	Means and reasons of dissolution
Apex Link Limited (高領有限公司)	Hong Kong	Director	21 February 2003	Striking off due to cessation of business
Global Elegant Development Limited (高雅發展有限公司)	Hong Kong	Director	6 March 2015	Deregistration due to cessation of business
Kentwin Development Limited (堅昌發展有限公司)	Hong Kong	Director	22 September 2006	Deregistration due to cessation of business
Max Elegant International Limited (宏豐浩國際有限公司)	Hong Kong	Director	6 September 2002	Striking off due to cessation of business
Pacific Cross Trading Company Limited	Hong Kong	Director	3 February 2006	Striking off due to cessation of business
Top Wealth Property Limited (富益置業有限公司)	Hong Kong	Director	22 September 2006	Deregistration due to cessation of business
World Choice Development Limited (威昌發展有限公司)	Hong Kong	Director	4 July 2008	Deregistration due to cessation of business

Mr. Yan has entered into a service agreement with the Company for a fixed term of 1 year commencing from 24 June 2023 and can be terminated by either party by giving not less than one month' notice in writing. Mr. Yan 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. Yan 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. Yan 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. Yan 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. Yan has not held any other positions in the Company or any of its subsidiaries; (iii) Mr. Yan does not have any relationship with any other Directors, Senior Management, Substantial or Controlling Shareholders of the Company; (iv) Mr. Yan 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. Yan 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. Yan that needs to be brought to the attention of the shareholders of the Company.

(b) Mr. Li Wei – Independent Non-Executive Director

Mr. Li Wei (“**Mr. Li**”), aged 42, graduated from Jiujiang University (九江學院) with a Diploma in Marketing. Mr. Li has over 14 years of marketing and business management experience. Mr. Li has been working as General Manager of Xiamen Xinyuanhuan Advertising Co., Ltd.* (廈門鑫源洄廣告有限公司) (an advertising company); and Xiamen Orange Elephant Information Technology Co., Ltd.* (廈門橙象資訊科技有限公司) (an information technology company) where he is responsible for the operations, strategic planning and management of these companies. From March 2016 to October 2019, Mr. Li also worked as a General Manager of Fujian Xinbaocan Investment Co., Ltd.* (福建省鑫寶燦投資有限公司) (an investment consultancy company) where he was responsible for the provision of investment consultancy services and business management.

Mr. Li has entered into a service agreement with the Company for a fixed term of one year commencing from 25 January 2024. Mr. Li 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. Li 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.

Save as disclosed above, (i) Mr. Li 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. Li has not held any other positions in the Company or any of its subsidiaries; (iii) Mr. Li does not have any relationship with any other Directors, Senior Management, Substantial or Controlling Shareholders of the Company; (iv) Mr. Li does not have any interest in the listed securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (v) there is no information relating to Mr. Li that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange or any other matter concerning Mr. Li’s appointment that needs to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING

Volcano Spring International Holdings Limited

火山邑動國際控股有限公司

(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 Volcano Spring International Holdings Limited (the “**Company**”) will be held at Suite 2703, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 28 June 2024 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 2023;
2. each as separate resolution:
 - (a) to re-elect Mr. Yan Chi Ming as independent non-executive Director;
 - (b) to re-elect Mr. Li Wei as independent non-executive Director;
 - (c) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Conpak CPA Limited as auditor of the Company and to authorise the board of Directors to fix their remuneration; and
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

NOTICE OF ANNUAL GENERAL MEETING

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.”
- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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

- (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.

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“**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).”

By order of the Board

Volcano Spring International Holdings Limited

Maeck Can Yue

Chairperson and Executive Director

Hong Kong, 17 April 2024

Principal place of business in Hong Kong:

Suite 2703

27/F., Shui On Centre

No. 6-8 Harbour Road

Wan Chai

Hong Kong

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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.
3. To be valid, a proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially 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 Wednesday, 26 June 2024) before the time appointed for holding this meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Saturday, 22 June 2024 to Friday, 28 June 2024 (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 Friday, 28 June 2024 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 Friday, 21 June 2024.
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 17 April 2024.
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 17 April 2024.

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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.volcanospring.com) and designated website of the Stock Exchange (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.