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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a 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 Howkingtech International Holding Limited, you should at once hand this circular and the accompanying form of proxy 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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## **Howkingtech International Holding Limited**

**濠曝科技國際控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2440)**

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

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A notice convening the Annual General Meeting of Howkingtech International Holding Limited to be held at Unit 716 of the 7th Floor of Building 5W, Phase One, Hong Kong Science Park on Thursday, May 16, 2024 at 10:00 a.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Howkingtech International Holding Limited's branch share registrar in Hong Kong, Tricor Investor Services Limited 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 before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

\* For identification purpose only

April 23, 2024

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## RESPONSIBILITY STATEMENT

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This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to Howkingtech International Holding Limited. The Directors (as defined herein), having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Unit 716 of the 7th Floor of Building 5W, Phase One, Hong Kong Science Park on Thursday, May 16, 2024 at 10:00 a.m.
“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Company”	Howkingtech International Holding Limited, an exempted company with limited liability incorporated in Cayman Islands on August 25, 2021, and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on January 13, 2022
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	Shareholders other than those who are required to abstain from voting on the resolutions at the AGM approving the Conditional Grant

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## DEFINITIONS

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“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as of the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	April 15, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	December 12, 2022, on which the Shares were listed on the Stock Exchange and from which dealings in the Shares were permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of Shares of up to 10% of the total number of Shares in issue as of the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of USD0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended from time to time
“USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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LETTER FROM THE BOARD

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**Howkingtech International Holding Limited**  
**濠暎科技國際控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2440)**

*Executive Directors:*

Dr. Chen Ping (*Chairman*)

Ms. Wang Zheshi

Mr. Feng Yijing

Mr. Wang Jun

*Registered Office:*

89 Nexus Way

Camana Bay

Grand Cayman KY1-9009

Cayman Islands

*Independent Non-executive Directors:*

Mr. Gu Jiong

Mr. Fong Wo, Felix

Mr. Yang Hai

*Principal Place of Business*

*in Hong Kong:*

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

April 23, 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of Directors.

**GENERAL MANDATES**

At the annual general meeting of the Company held on May 25, 2023, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the issued share capital of the Company; (ii) a general unconditional mandate to repurchase Shares up to 10% of the issued share capital of the Company; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or the Companies Act or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. The Directors would therefore like to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 4 to 5 set out in the notice of AGM on pages 17 to 20 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As of the Latest Practicable Date, the number of issued Shares of the Company was 225,000,000 Shares, assuming that no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 45,000,000 Shares.

### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Dr. Chen Ping, Ms. Wang Zheshi, Mr. Feng Yijing, Mr. Wang Jun, Mr. Gu Jiong, Mr. Fong Wo, Felix and Mr. Yang Hai.

In accordance with Article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at an annual general meeting by rotation at least once every three years. Accordingly, Mr. Gu Jiong, Mr. Fong Wo, Felix and Mr. Yang Hai will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

The Nomination Committee has reviewed and considered each retiring Directors' respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the Annual General Meeting.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular, which indicates how the Directors to be elected contribute to the diversity of the Board.

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## LETTER FROM THE BOARD

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### RECOMMENDATION OF THE NOMINATION COMMITTEE AND THE BOARD IN RESPECT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE RE-ELECTED

The Nomination Committee has considered each of Mr. Gu Jiong, Mr. Fong Wo, Felix and Mr. Yang Hai's extensive experiences in their respective professional fields and their work profiles as well as other experiences and factors, details of their biographical are set out in Appendix II to this circular. The Nomination Committee is satisfied that each of Mr. Gu Jiong, Mr. Fong Wo, Felix and Mr. Yang Hai had the requisite character, integrity and experience to continuously fulfil their roles as independent non-executive Directors effectively. The Board is of the view that their re-elections as independent non-executive Directors would be in the interests of the Company and its Shareholders as a whole.

Furthermore, each of the independent non-executive Directors, Mr. Gu Jiong, Mr. Fong Wo, Felix and Mr. Yang Hai has, being eligible for re-election at the AGM, has made annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules respectively. During their tenures, they have demonstrated their abilities to provide independent view on the Company's matters. The Nomination Committee is of the view that they can continue to fulfill their roles as independent non-executive Directors and thus recommends them to the Board for it to propose to Shareholders their re-elections at the AGM.

### ANNUAL GENERAL MEETING

Set out on pages 17 to 20 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited 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 before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors to be proposed at the AGM are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions at the AGM.

### GENERAL

Your attention is also drawn to the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board  
**Howkingtech International Holding Limited**  
**Chen Ping**  
*Chairman and executive Director*

This appendix serves as an explanatory statement, as required by 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 Repurchase Mandate.

## **1.     LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

## **2.     SHARE CAPITAL**

As of the Latest Practicable Date, the issued share capital of the Company comprised 225,000,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis that no further new Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 22,500,000 Shares, representing 10% of the existing issued Shares as of the Latest Practicable Date.

## **3.     REASONS FOR REPURCHASES OF SHARES**

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

## **4.     FUNDING OF REPURCHASES OF SHARES**

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital.

## **5.     GENERAL**

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended December 31, 2023 in the event that the Repurchase Mandate 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 Mandate 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.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
April	2.040	1.500
May	2.380	1.810
June	2.430	1.900
July	2.080	1.650
August	1.870	1.360
September	1.690	1.420
October	1.650	1.450
November	1.650	1.390
December	1.580	1.310
<b>2024</b>		
January	1.520	1.310
February	1.350	1.120
March	1.270	0.930
April (up to the Latest Practicable Date)	1.130	0.980

## 7. UNDERTAKING

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

The Directors will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Company has confirmed that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

## 8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he/she 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.

**9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING**

If on exercise of the power to repurchase pursuant to the Repurchase Mandate, 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, 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.

As of the Latest Practicable Date, as per register required to be kept by the Company under section 336 of the SFO, to the best of the Directors' knowledge, having made reasonable enquiry, Ms. Wang Zheshi and Ms. Jin Yan are interested in 121,124,579 Shares held through Howkingtech Holding Limited, a company directly held as to 56.8% by Ms. Wang Zheshi and 43.2% by Ms. Jin Yan. Ms. Wang Zheshi is also interested in 8,902,097 underlying Shares. Mr. Chen Ping is the spouse of Ms. Wang Zheshi. Mr. Chen Ping is therefore deemed to be interested in the Shares which Ms. Wang Zheshi is interested in. In the event that the Directors exercise in full to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. Chen, Ms. Wang and Ms. Jin would be increased from 57.79%, 57.79% and 53.83% to 64.21%, 64.21% and 59.81% respectively of the total number of Shares in issue. Such increase would not give rise to a general offer obligation under the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to an extent such that the general offer obligation would be triggered and will not effect the repurchases to such extent as would result in the amount of Shares held by the public to be reduced to less than 25%.

**10. SHARE PURCHASE MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Gu Jiong (顧炯)**, aged 51, was appointed as an independent non-executive Director on November 11, 2022. Mr. Gu is responsible for supervising the management of the Group and providing independent judgment to the Board. He is also the chairman of the Audit Committee and a member of the Nomination Committee.

From July 1995 to April 2004, Mr. Gu worked at Ernst & Young Hua Ming LLP, Shanghai Branch and was the senior manager of audit department when he left the firm. From April 2004 to December 2009, Mr. Gu worked at UTStarcom Telecom Co., Ltd. and its holding company UTStarcom Holdings Corp. (formerly known as UTStarcom. Inc.), a global telecom infrastructure provider specialized in the provision of packet optical transport and broadband access products to network operators whose shares are listed on the NASDAQ (ticker symbol: UTSI), where he last served as the finance controller (財務總監) and was responsible for accounting and financial matters. From January 2010 to August 2013, Mr. Gu served as the chief financial officer in BesTV New Media Co., Ltd. (currently known as Oriental Pearly Media Co., Ltd (東方明珠新媒體股份有限公司)), whose shares are listed on Shanghai Stock Exchange (stock code: 600637) and principally engaged in the provision of technical services, content services and marketing services for television terminals, computer terminals and mobile terminals through a media source platforms where he was responsible for the financial matters of this company. From January 2016 to October 2016 and from October 2016 to January 2019, Mr. Gu was a non-executive director and an alternative director to Hui To Thomas of Shaw Brothers Holdings Limited (formerly known as Meike International Holdings Limited), a company listed on the Stock Exchange (stock code: 953), respectively. From June 2015 to June 2021, Mr. Gu was an independent non-executive director of Xinming China Holdings Limited, a company listed on the Stock Exchange (stock code: 2699). From September 2013 to August 2016, Mr. Gu was the chief financial officer of CMC (Shanghai) Investment Management LLP (華人文化(上海)投資管理中心(有限合夥)), where he was responsible for the overall financial and capital operations of the company. From September 2018 to January 2023, Mr. Gu was an independent non-executive director of DaFa Properties Group Limited (大發地產集團有限公司) (stock code: 6111), a company listed on the Stock Exchange. From September 2016 to July 2023, Mr. Gu was an independent non-executive director of Amlogic (Shanghai) Co., Ltd (晶晨半導體(上海)股份有限公司) (stock code: 688099), a company listed on the Shanghai Stock Exchange. Since September 2016, Mr. Gu has been the director, vice president and chief financial officer of CMC Inc. (華人文化有限責任公司) ("CMC") (formerly known as CMC Holdings Limited), an investment platform focused on the media and entertainment investments, where he is responsible for overseeing the financial operations and location-based entertainment business of CMC.

Mr. Gu is currently the independent non-executive director of Vesync Co., Ltd (stock code: 2148), Ascletris Pharma Inc. (stock code: 1672) and Mulsanne Group Holding Limited (stock code: 1817), whose shares are listed on the Stock Exchange.

Mr. Gu obtained a bachelor's degree in financial management from Fudan University (復旦大學) in the PRC in July 1995. He is currently a non-practicing member of The Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

Mr. Gu as an independent non-executive Director has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other. Pursuant to the letter of appointment, Mr. Gu is entitled to receive a remuneration of HKD300,000.00 per annum, which is determined by the Board with reference to his duties, academic background, working experience and responsibilities in the Company as well as the prevailing market conditions. The total remuneration received by Mr. Gu for the year ended 31 December 2023 was HKD300,000.00.

As of the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Gu does not hold any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

As of the Latest Practicable Date, save as disclosed above, Mr. Gu does not hold any other position in the Company or any of its subsidiaries, has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Mr. Fong Wo, Felix (方和)**, BBS, JP, aged 73, was appointed as an independent non-executive Director on November 11, 2022. Mr. Fong is responsible for supervising the management of the Group and providing independent judgment to the Board. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

Mr. Fong has practiced law for more than 40 years. Mr. Fong was admitted as a barrister and solicitor in Ontario, Canada in 1980, a solicitor in England and Wales in 1986, and in Hong Kong in 1987. He is a member of the Law Societies of Hong Kong, Upper Canada and England and Wales. Since 1988, Mr. Fong has been with King & Wood Mallesons (formerly known as Robert Lee & Fong, Felix Fong & Hon, Fong & Ng, Arculli Fong & Ng and King & Wood) specializing in foreign investments in the PRC.

From May 2000 to December 2008, Mr. Fong served as a non-executive director of Cinda International Holdings Limited (formerly known as Hantec Investment Holdings Limited), a financial institution principally engaged in corporate finance advisory, securities broking and asset management whose shares are listed on the Stock Exchange (stock code: 111). From May 2010 to May 2016, Mr. Fong served as an independent non-executive director of China Oilfield Services Limited (中海油田服務股份有限公司), a company dually listed on the Stock Exchange (stock code: 2883) and Shanghai Stock Exchange (stock code: 601808) which is principally engaged in offshore oil and gas

exploration, development and production. From April 2011 to July 2018, he served as an independent non-executive director of China Investment Development Limited (中國投資開發有限公司) (formerly known as Temujin International Investments Limited), a company principally engaged in investment in listed and unlisted securities whose shares are listed on the Stock Exchange (stock code: 204). From October 2010 to March 2020, he served as an independent non-executive director of Evergreen International Holdings Limited (長興國際(集團)控股有限公司), a company principally engaged in the manufacturing and sales of menswear whose shares are listed on the Stock Exchange (stock code: 238). From June 2012 to May 2020, he served as an independent non-executive director of Sheen Tai Holdings Group Company Limited (順泰控股集團有限公司), a company principally engaged in the manufacturing and sales of cigarette packaging materials whose shares are listed on the Stock Exchange (stock code: 1335). From May 2017 to June 2020, he served as an independent non-executive director of Wuxi Biologics (Cayman) Inc. (藥明生物技術有限公司), a company principally engaged in the provision of biologics services whose shares are listed on the Stock Exchange (stock code: 2269). From June 2015 to October 2021, he served as an independent non-executive director of Xinming China Holdings Limited (新明中國控股有限公司) (stock code: 2699), a company principally engaged in property development whose shares are listed on the Stock Exchange.

Mr. Fong is currently an independent non-executive director of Bank of Shanghai (Hong Kong) Limited (上海銀行(香港)有限公司), a company incorporated in Hong Kong with limited liability, and an independent non-executive director of the following companies listed on the Stock Exchange: Vesync Co., Ltd (stock code: 2148), Television Broadcasts Limited (電視廣播有限公司) (stock code: 511), Guangdong Land Holdings Limited (粵海置地控股有限公司) (formerly known as Kingway Brewery Holdings Limited) (stock code: 124) and Greenland Hong Kong Holdings Limited (綠地香港控股有限公司) (formerly known as SPG Land (Holdings) Limited) (stock code: 337).

Mr. Fong obtained a bachelor's degree in engineering from McMaster University in Canada in June 1974 and a Juris Doctor degree from Osgoode Hall Law School of York University in Canada in June 1978. Mr. Fong is appointed by the Ministry of Justice of the PRC (中華人民共和國司法部) as one of the China-appointed Attesting Officers in Hong Kong.

Mr. Fong as an independent non-executive Director has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other. Pursuant to the letter of appointment, Mr. Fong is entitled to receive a remuneration of HKD300,000.00 per annum, which is determined by the Board with reference to his duties, academic background, working experience and responsibilities in the Company as well as the prevailing market conditions. The total remuneration received by Mr. Fong for the year ended 31 December 2023 was HKD300,000.00.

As of the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Fong does not hold any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

As of the Latest Practicable Date, save as disclosed above, Mr. Fong does not hold any other position in the Company or any of its subsidiaries, has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Mr. Yang Hai (楊海)**, aged 48, was appointed as an independent non-executive Director on November 11, 2022. Mr. Yang is responsible for supervising the management of the Group and providing independent judgment to the Board. He is also a member of each of the Audit Committee and the Remuneration Committee.

Mr. Yang has approximately 16 years of experience in the communication technology industry. Since December 2011, Mr. Yang has been serving as the vice-president of Etekcitec US, a subsidiary of Vesync Co., Ltd (“**Vesync**”), a company listed on the Stock Exchange (stock code: 2148). Mr. Yang currently serves as an executive director for Vesync. From September 2006 to June 2011, Mr. Yang worked at Ericsson (China) Communications Co., Ltd as a software engineer responsible for gateway server development. From June 2003 to September 2006, Mr. Yang worked as a software engineer at Asiainfo Technologies (China), Inc, Shanghai Branch (亞信科技(中國)有限公司上海分公司), where he was principally responsible for billing system development.

Mr. Yang obtained a bachelor’s degree in thermal energy and power engineering from Southeast University (東南大學) in the PRC in June 1996. He further obtained a master’s degree in thermal engineering from Shanghai Jiaotong University (上海交通大學) in the PRC in March 1999.

Mr. Yang as an independent non-executive Director has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months’ notice in writing served by either party on the other. Pursuant to the letter of appointment, Mr. Yang is entitled to receive a remuneration of HKD300,000.00 per annum, which is determined by the Board with reference to his duties, academic background, working experience and responsibilities in the Company as well as the prevailing market conditions. The total remuneration received by Mr. Yang for the year ended 31 December 2023 was HKD300,000.00.

As of the Latest Practicable Date, Mr. Yang is not interested in any shares of the Company within the meaning of Part XV of the SFO. Mr. Yang does not hold any other position in the Company or any of its subsidiaries, has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and save as disclosed above, does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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# Howkingtech International Holding Limited 濠暎科技國際控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2440)**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of Howkingtech International Holding Limited (the “**Company**”) will be held at Unit 716 of the 7th Floor of Building 5W, Phase One, Hong Kong Science Park on Thursday, May 16, 2024 at 10:00 a.m. to transact the following businesses:

### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended December 31, 2023.
2.
  - (i) To re-elect Mr. Gu Jiong as a Director.
  - (ii) To re-elect Mr. Fong Wo, Felix as a Director.
  - (iii) To re-elect Mr. Yang Hai as a Director.
  - (iv) To authorise the board of Directors to fix the remuneration of Directors.
3. To re-appoint Ernst & Young as auditor of the Company and to authorise the board (the “**Board**”) of Directors to fix its remuneration.
4. “**THAT:**
  - (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of USD0.01 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; shall not exceed 20% of the total number of Shares in issue as of the date of the passing of this resolution, and the said approval shall be limited 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 the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as of 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 applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. **“THAT:**
- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which Shares 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 those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as of the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) 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 the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
    - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as of the date of passing this resolution.”

By Order of the Board  
**Howkingtech International Holding Limited**  
**Chen Ping**  
*Chairman and Executive Director*

Hong Kong, April 23, 2024

*Notes:*

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, May 10, 2024 to Thursday, May 16, 2024, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, May 9, 2024.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.
5. With respect to resolution no. 2 of this notice, Mr. Gu Jiong, Mr. Fong Wo, Felix and Mr. Yang Hai shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated April 23, 2024.
6. As of the date of this notice, the board of Directors comprises Dr. Chen Ping, Ms. Wang Zheshi, Mr. Feng Yijing and Mr. Wang Jun as executive Directors and Mr. Gu Jiong, Mr. Fong Wo, Felix and Mr. Yang Hai and independent non-executive Directors.