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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 your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in ST International Holdings Company Limited, you should at once hand or forward this circular and the accompanying form of proxy to the purchaser, the 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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**ST INTERNATIONAL HOLDINGS COMPANY LIMITED****智紡國際控股有限公司**

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

**(Stock code: 8521)**

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES;  
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;  
(3) PROPOSED CHANGE OF COMPANY NAME; AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Meeting Room 2, 10<sup>th</sup> Floor, 303 Jaffe Road, Wan Chai, Hong Kong, on Wednesday, 19 June 2024 at 3:30 p.m. is set out on pages AGM-1 to AGM-7 of this circular. A form of proxy for use by the shareholders of the Company at the annual general meeting is published on the website of the Stock Exchange and that of the Company.

Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return them to the branch share registrar and transfer office of the Company 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 by 3:30 p.m., on Monday, 17 June 2024 or not less than 48 hours before the time appointed for the holding of the adjourned annual general meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days after the date of publication and on the Company’s website at [www.smart-team.cn](http://www.smart-team.cn).

27 May 2024

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“2023 AGM”	the annual general meeting of the Company held on 25 May 2023
“AGM”	the annual general meeting of the Company to be held at Meeting Room 2, 10 <sup>th</sup> Floor, 303 Jaffe Road, Wan Chai, Hong Kong, on Wednesday, 19 June 2024 at 3:30 p.m., the notice of which is set out on pages AGM-1 to AGM-7 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Company”	ST International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and 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 General Mandate
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares (excluding, where applicable, treasury shares of the Company) as at the date of granting of the General Mandate
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Proposed Change of Company Name”	the proposal for the Company to change its English name from “ST International Holdings Company Limited” to “WebX International Holdings Company Limited” and to change its dual foreign name in Chinese from “智紡國際控股有限公司” to “智雲國際控股有限公司”
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase up to a maximum of 10% of the total number of issued Shares (excluding, where applicable, treasury shares of the Company) as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed thereto in the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed thereto in the GEM Listing Rules
“%”	per cent.

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## LETTER FROM THE BOARD

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### ST INTERNATIONAL HOLDINGS COMPANY LIMITED 智紡國際控股有限公司

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

**(Stock code: 8521)**

*Executive Directors:*

Mr. Wong Kai Hung Kelvin (*Chairman*)  
Mr. Li Jian  
Mr. Chen Simon Guomin

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111 Cayman Islands

*Non-executive Director:*

Mr. Hung Yuk Miu

*Principal place of business*

*in Hong Kong:*  
Room 1504, 303 Jaffe Road,  
Wan Chai, Hong Kong

*Independent non-executive Directors:*

Mr. Ng Wing Heng Henry  
Dr. Chan Yee Wah  
Mr. Liu Mingfang

27 May 2024

*To the Shareholders*

Dear Sir or Madam

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES;  
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS; AND  
(3) PROPOSED CHANGE OF COMPANY NAME**

#### **1. INTRODUCTION**

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. At the AGM, resolutions relating to, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; and (iii) the Proposed Change of Company Name, will be proposed for the Shareholders to consider and, if thought fit, approving the same.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the 2023 AGM, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue on the date of the passing of the resolution; (b) a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total number of not more than 10% of the total issued Shares on the date of the passing of the resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) the Repurchase Mandate to purchase Shares on the Stock Exchange of an aggregate number of Shares of up to 10% of the total number of the issued Shares (excluding, where applicable, treasury shares of the Company) as at the date of passing such resolution;
- (b) the General Mandate to allot, issue or deal with Shares of an aggregate number of Shares of up to 20% of the total number of the issued Shares (excluding, where applicable, treasury shares of the Company) on the date of passing such resolution; and
- (c) the extension of the General Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the total number of Shares in issue was 576,000,000 Shares. Assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM, subject to the passing of the relevant resolutions, the maximum number of Shares to be issued under the proposed General Mandate is 115,200,000 Shares, and the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 57,600,000 Shares.

The General Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 4 of the notice of the AGM as set out on pages AGM-1 to AGM-7 of this circular.

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## LETTER FROM THE BOARD

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In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

### **3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

As at the Latest Practicable Date, the Board comprises three executive Directors, namely, Mr. Wong Kai Hung Kelvin, Mr. Li Jian and Mr. Chen Simon Guomin; one non-executive Director, namely Mr. Hung Yuk Miu; and three independent non-executive Directors, namely Mr. Ng Wing Heng Henry, Dr. Chan Yee Wah and Mr. Liu Mingfang.

In accordance with 84(1) and 84(2) of the Articles, Mr. Wong Kai Hung Kelvin will retire from the office of Director by rotation and, being eligible, will offer himself for re-election at the AGM.

As disclosed in the announcements of the Company dated 28 August 2023, 13 November 2023, 5 December 2023 and 21 May 2024, each of Mr. Li Jian, Mr. Chen Simon Guomin, Dr. Chan Yee Wah and Mr. Liu Mingfang was appointed as a Director by the Board with effect from 28 August 2023, 14 November 2023, 5 December 2023 and 21 May 2024 respectively. In accordance with Article 83(3) of the Articles, each of Mr. Li Jian, Mr. Chen Simon Guomin, Dr. Chan Yee Wah and Mr. Liu Mingfang shall hold office only until the AGM and shall then be eligible for re-election at the AGM.

The Nomination Committee of the Board has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors who are due to retire at the AGM. The Company considers that the retiring independent non-executive Directors, Dr. Chan Yee Wah and Mr. Liu Mingfang, are independent in accordance with the independence guidelines set out in the GEM Listing Rules and they will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Particulars of the retiring Directors are set out in Appendix II to this circular.



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## LETTER FROM THE BOARD

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#### 4. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 24 May 2024 in relation to the Proposed Change of Company Name.

The Board proposes to change the English name of the Company from “ST International Holdings Company Limited” to “WebX International Holdings Company Limited” and to change its dual foreign name in Chinese from “智紡國際控股有限公司” to “智雲國際控股有限公司”.

##### **Conditions for the Proposed Change of Company Name**

The Proposed Change of Company Name is conditional upon the satisfaction of the following conditions:

1. the passing of a special resolution by the Shareholders at the AGM approving the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

##### **Reasons for the Proposed Change of Company Name**

The decision to change the English name of the Company from “ST International Holdings Company Limited” to “WebX International Holdings Company Limited” and to change its dual foreign name in Chinese from “智紡國際控股有限公司” to “智雲國際控股有限公司” signifies the Group’s shifting business focus on and strategic development in new areas of computing and information technology, as reflected by the acquisition of new subsidiaries over the past year, alongside the textile industry.

Further, the Board is of the view that the new company name will provide the Group with a fresh corporate image and identity which would better reflect its commitment to leveraging innovation and technology, as well as the range of services it offers, ultimately driving the long-term development and sustainable success of the Group.

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## LETTER FROM THE BOARD

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The Board believes that the Proposed Change of Company Name is in the best interest of the Company and Shareholders as a whole.

### **Effects of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Group's daily business operation or its financial position. All existing share certificate of the Company in issue bearing the current name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing share certificate for new share certificates bearing the new name of the Company (in both English and Chinese). Upon the Proposed Change of Company Name becoming effective, all new share certificates of the Company will only be issued in the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the AGM, the effective date of the Proposed Change of Company Name and details of the change of the English and Chinese stock short names.

### **5. ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages AGM-1 to AGM-7 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; and (iii) the Proposed Change of Company Name.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions set out in the notice of AGM will be voted on by way of poll.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is published on the website of the Stock Exchange and that of the Company. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company 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 by 3:30 p.m., on Monday, 17 June 2024 or not less than 48 hours before the time appointed for the holding of the adjourned AGM (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or the adjourned AGM should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

### **6. CLOSURE OF REGISTER OF MEMBERS**

To ascertain the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Thursday, 13 June 2024 (Hong Kong time).

### **7. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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.

### **8. RECOMMENDATION**

The Directors consider that (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; and (iii) the Proposed Change of Company Name are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM.

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## LETTER FROM THE BOARD

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### 9. GENERAL INFORMATION

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

Yours faithfully  
On behalf of the Board  
**ST International Holdings Company Limited**  
**Wong Kai Hung Kelvin**  
*Chairman*

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## APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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*The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.*

### 1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

Under the existing GEM Listing Rules as at the Latest Practicable Date, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such purchase. The Board notes that with effect from 11 June 2024, the GEM Listing Rules will be amended to allow the GEM issuers either to cancel repurchased shares or hold such repurchased shares as treasury shares for resale or transfer. In view of the changes to the GEM Listing Rules, if the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the General Mandate set out in the proposed ordinary resolutions contained in item 5 of the notice of the AGM and made in accordance with the GEM Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with the Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

**2.      SHARE CAPITAL**

As at the Latest Practicable Date, there were 576,000,000 Shares in issue. Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM in respect of the grant of the Repurchase Mandate and on the basis that there is no change in the number of issued Shares from the Latest Practicable Date to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 57,600,000 Shares, representing 10% of the total number of issued Shares (excluding, where applicable, treasury shares of the Company) as at the date of the AGM.

**3.      FUNDING OF REPURCHASES**

The Company is empowered by Articles to purchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the laws of the Cayman Islands, the GEM Listing Rules and/or any other applicable laws, as the case may be.

The Companies Act of the Cayman Islands provides that the amount of capital repaid in connection with the securities repurchase must have been provided for out of the profits of the Company and/or out of the proceeds of a fresh issue of the securities made for the purpose of the repurchase to such an extent allowable under the Companies Act of the Cayman Islands.

**4.      IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 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 intend 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.

**5.      TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises 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 could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in a general offer being triggered under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors also have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

**6.      GENERAL**

None of the Directors or, to the best of their knowledge after having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors confirm that they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands, and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**7.      MARKET PRICES OF SHARES**

The highest and lowest prices per share of the Company at which such shares have traded on the Stock Exchange in the last 12 months were as follows:

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2023</b>		
April	0.076	0.071
May	0.072	0.071
June	0.210	0.076
July	0.315	0.147
August	0.390	0.232
September	0.315	0.232
October	0.340	0.152
November	0.410	0.315
December	0.385	0.290
<b>2024</b>		
January	0.355	0.249
February	0.275	0.260
March	0.260	0.230
April	0.330	0.249
May (up to the Latest Practicable Date)	0.420	0.207

**8.      REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of the Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).



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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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*Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the AGM according to the Articles and will be proposed to be re-elected at the same meeting are provided below.*

### **1. MR. WONG KAI HUNG KELVIN (“MR. WONG”)**

Mr. Wong Kai Hung Kelvin, aged 48, founded the Group in October 2011. He was appointed as a Director on 21 February 2017 and became the chairman of the Board and an executive Director on 1 April 2017. He is also the chairman of the corporate governance committee of the Board and a member of each of the nomination committee and the remuneration committee of the Board. Mr. Wong is responsible for the overall business strategies, planning, management and operational development of the Group. Mr. Wong is also a director of various subsidiaries of the Company.

Mr. Wong has over 22 years of experience in business administration. From July 1999 to March 2004, Mr. Wong was the general manager of Leahander Group Limited (利興強集團有限公司), an investment holding company, where he was responsible for managing staff, and establishing and accomplishing business objectives. From January 2002 to January 2016, Mr. Wong worked in K&T Investments Limited, a company engaging in manufacturing and distribution of knitted fabrics and an investment holding company, with his last position as the general manager, responsible for managing staff, and establishing and accomplishing business objectives.

Mr. Wong graduated from the University of Southern California in the United States with a Bachelor of Science (business administration) (major in science (business administration) and minor in architecture) in May 1999. Mr. Wong is the 2022/2023 executive committee members of Hong Kong Young Industrialists Council (香港青年工業家協會) and the 42nd Executive Committee Members of the Chinese Manufacturers’ Association of Hong Kong (香港中華廠商聯合會). Mr. Wong was an executive member of the 10th Executive Committee of The Y. Elites Association (香港菁英會). In October 2013, he was awarded the honorary citizenship of Jiangmen of Guangdong Province (廣東省江門市榮譽市民). In 2020, he was awarded the Young Industrialist Awards of Hong Kong (香港青年工業家獎).

Mr. Wong was a director of the companies below, which were dissolved by way of deregistration as these companies ceased to carry on business. As confirmed by Mr. Wong, each of these companies was inactive and solvent at the time when they were dissolved and so far as he was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against him.

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**APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION**

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<b>Name of company</b>	<b>Place of incorporation</b>	<b>Nature of business before dissolution</b>	<b>Date of dissolution</b>	<b>Method of dissolution</b>
All Harvest Corporation Limited	Hong Kong	Trademark holding	8 April 2016	Deregistration of a defunct private company
Star Seekers International Limited	Hong Kong	Trading	11 September 2009	Deregistration of a defunct private company
Barcode (China) Limited	Hong Kong	Dormant	30 June 2006	Deregistration of a defunct private company
Sun Leader (HK) Garments Limited	Hong Kong	Garment	13 January 2006	Deregistration of a defunct private company
Oriental Timber Limited	Hong Kong	Trading	30 July 2004	Deregistration of a defunct private company
Comicsunion Limited	Hong Kong	Online cartoon trading	19 July 2002	Deregistration of a defunct private company

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Wong has not held any other major appointment and qualifications or directorship in other listed companies in the last three years; and (ii) Mr. Wong does not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Wong does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Wong is interested in 5,000 Shares of the Company within the meaning of Part XV of the SFO.

The current term of appointment of Mr. Wong as an executive Director is for a term of three years commencing from 1 April 2023, subjected to rotation and re-election at the general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Mr. Wong is entitled to an annual remuneration of HK\$1,440,000 and a discretionary bonus and such remuneration is determined by the Board having regard to the recommendation of the remuneration committee of the Board and with reference to his qualifications, experience, duties, responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Wong that need to be brought to the attention of the Shareholders.

## **2. MR. LI JIAN (“MR. LI”)**

Mr. Li Jian, aged 44, was appointed as an executive Director on 28 August 2023. He is responsible for developing new strategies and competencies. He is also a director of various subsidiaries of the Company.

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Li has many years' experience in computer software, communications and Internet media industries. He mainly engaged in research, development and manufacturing of mobile terminal products and internet marketing and advertising. Mr. Li received his Associate Degree of Computer Science from the Department of Computer Science of Tianjin University of Technology and Education, the People's Republic of China ("PRC") in 2003.

Since 2015, Mr. Li has participated in the establishment of Beijing Jiangzhi Information Technology Co. Ltd. (a listed company on the National Equities Exchange and Quotations, Stock Code: 430443), and as a shareholder of the company which is mainly engaged in Internet social media marketing, Internet advertising and other businesses.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Li has not held any other major appointment and qualifications or directorship in other listed companies in the last three years; and (ii) Mr. Li does not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Li does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Li is interested in 89,495,000 Shares of the Company within the meaning of Part XV of the SFO.

The current term of appointment of Mr. Li as an executive Director is for a continuous term commencing from 28 August 2023, subject to rotation and re-election at the general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Mr. Li is entitled to a director's fee of HK\$80,000 per month, which is determined with reference to prevailing market conditions, duties and responsibilities of Mr. Li at the Company and the remuneration policy of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Li that need to be brought to the attention of the Shareholders.

### **3.     MR. CHEN SIMON GUOMIN ("MR. CHEN")**

Mr. Chen Simon Guomin (former name: Chen Guomin), aged 57, was appointed as an executive Director on 14 November 2023. He is responsible for identifying suitable investors to strategic partnerships for the Group. He also has extensive experience in both the banking and regulatory spheres, and is responsible for overseeing those areas for the Group.

Mr. Chen obtained a Bachelor of Engineering in Management Information Systems from the Tsinghua University, the PRC in July 1990 and a Master of Arts and Economics from Simon Fraser University, Canada in October 1993. He also obtained a Master of Business Administration degree from The University of British Columbia, Canada in May 1996.

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Chen has over 30 years of experience in global capital markets and investment banking. Mr. Chen has successively held senior management positions at HSBC and Lehman Brothers for their respective investment banking business. Mr. Chen has helped many well-known companies in their listings, fundraisings and mergers and acquisitions, and advised on their corporate development strategies. While acting as the Chief Representative of HSBC's Beijing Representative Office Investment Bank in the PRC from 1999 to 2001, Mr. Chen helped implement HSBC's investment and development strategies in the PRC. Further, Mr. Chen was involved in the EU's China WTO Financial Industry Advisory Committee. In recent years, Mr. Chen has engaged in consulting and investment activities in internet big data application projects.

Mr. Chen was a director in two companies, namely Wuyi Fine Wines Development Limited (五邑酒業發展有限公司) (“**Wuyi**”) and Quupon Hong Kong Limited (庫幫香港有限公司) (“**Quupon**”), which were companies incorporated in Hong Kong and were dissolved by deregistration in 2008 and 2019 respectively. Mr. Chen was a director of each of Wuyi and Quupon when each such company was dissolved. Both Wuyi and Quupon had not commenced operation or business/had not been in operation nor carried on any business shortly before dissolution, and each company was solvent at the time when it was dissolved. The dissolution of these companies has not resulted in any obligations or liabilities against Mr. Chen.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Chen has not held any other major appointment and qualifications or directorship in other listed companies in the last three years; and (ii) Mr. Chen does not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Chen does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Chen is interested in 80,540,000 shares of the Company within the meaning of Part XV of the SFO.

The current term of appointment of Mr. Chen as an executive Director is for a continuous term commencing from 14 November 2023, subject to rotation and re-election at the general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Mr. Chen is entitled to a director's fee of HK\$80,000 per month, which is determined with reference to prevailing market conditions, duties and responsibilities of Mr. Chen at the Company and the remuneration policy of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Chen that need to be brought to the attention of the Shareholders.

**4.      DR. CHAN YEE WAH (“DR. CHAN”)**

Dr. Chan Yee Wah, aged 59, was appointed as an independent non-executive Director, a member of the audit committee of the Board and the chairwoman of the nomination committee of the Board on 5 December 2023. She is primarily responsible for bringing an independent judgment to ensure the continuing effectiveness of the management of the Group.

Dr. Chan has over 30 years of experience in finance and management. She is currently the Head of Investor Relations of C C Land Holdings Limited (stock code: 1224), a company whose shares are listed on the Main Board of the Stock Exchange. She is also an independent non-executive director of each of Capital Environment Holdings Limited (stock code: 3989), a company whose shares are listed on the Main Board of the Stock Exchange, and Xtep International Holdings Limited (stock code: 1368), a company whose shares are listed on the Main Board of the Stock Exchange.

Dr. Chan obtained a Bachelor of Arts in Accountancy from the City University of Hong Kong (formerly known as the City Polytechnic of Hong Kong) in November 1992, a Master of Business Administration from the University of Nottingham, the United Kingdom in December 1993, and a Doctor of Business Administration from The Hong Kong Polytechnic University in December 2007. Dr. Chan is a fellow member of each of the Hong Kong Institute of Certified Public Accountants (previously known as the Hong Kong Society of Accountants), the Association of Chartered Certified Accountants and the Hong Kong Chartered Governance Institute.

Dr. Chan was a director in three companies, namely Best United Investments Limited (綜聯投資有限公司) (“**Best United**”), Hill Point Development Limited (峰景發展有限公司) (“**Hill Point**”) and Market Link Limited (可怡有限公司) (“**Market Link**”), which were companies incorporated in Hong Kong and were dissolved by deregistration in 2001, 2009 and 2017 respectively. Dr. Chan was a director of each of Best United, Hill Point and Market Link when each such company was dissolved. Best United and Hill Point were investment holding companies, and Market Link was engaged in the business of consultancy. All such companies had ceased operation before dissolution, and each company was solvent at the time when it was dissolved. The dissolution of these companies has not resulted in any obligations or liabilities against Dr. Chan.

As at the Latest Practicable Date, save as disclosed above, Dr. Chan has not held any other major appointment and qualifications or directorship in other listed companies in the last three years. As at the Latest Practicable Date, (i) Dr. Chan does not hold other positions with the Company or other members of the Group; and (ii) Dr. Chan does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules). As at the Latest Practicable Date, Dr. Chan is not interested in any Shares of the Company within the meaning of Part XV of the SFO.

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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The current term of appointment of Dr. Chan as an independent non-executive executive Director is for a continuous term commencing from 5 December 2023, subject to rotation and re-election at the general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Dr. Chan is entitled to a director's fee of HK\$10,000 per month, which was determined with reference to prevailing market conditions, duties and responsibilities of Dr. Chan at the Company and the remuneration policy of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rule and there are no other matters relating to the re-election of Dr. Chan that need to be brought to the attention of the Shareholders.

### 5.     **MR. LIU MINGFANG (“MR. LIU”)**

Mr. Liu Mingfang, aged 46, was appointed as an independent non-executive Director, a member of each of the audit committee and the corporate governance committee of the Board and the chairman of the remuneration committee of the Board on 21 May 2024. He is primarily responsible for bringing an independent judgment to ensure the continuing effectiveness of the management of the Group.

Mr. Liu has over 20 years of experience in corporate finance and investment management, and is particularly familiar with the negotiation and investment analysis of corporate investment projects. Since August 2008, he has worked at Guangzhou Guoji Investment Co., Ltd.\* (廣州國濟投資顧問有限公司) and is currently a senior advisor.

From September 2001 to February 2003, he worked at Beijing Eagles United Investment Co., Ltd.\* (北京鵬聯投資顧問有限公司) where his last position was an associate. From March 2003 to August 2006, Mr. Liu worked at Taihe Media Investment Co., Ltd.\* (太合傳媒投資有限公司) where his last position was the director of the investment department.

Mr. Liu obtained a Bachelor of Economics from the Beijing Wuzi University, the PRC in July 2001 and a Master of Business Administration (“MBA”) from the International MBA Program co-developed by the Tsinghua University, the PRC, and the Massachusetts Institute of Technology, the United States of America, in July 2008. He holds a Legal Professional Qualification Certificate issued by the Ministry of Justice of the PRC. Mr. Liu also participated in the Global Classroom course on Integrated Approaches to Sustainable Development Practice jointly organised by the Earth Institute at Columbia University and the Brookings-Tsinghua Center for Public Policy in December 2008.

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Liu was an independent non-executive director of Richly Field China Development Limited (stock code: 313) (“**Richly Field**”), a company whose shares are listed on the Main Board of the Stock Exchange, from 13 August 2010 to 25 April 2012. As disclosed in the regulatory announcement published by the Stock Exchange on 21 January 2015 (“**Regulatory Announcement**”), the Listing Committee (“**Listing Committee**”) of the Stock Exchange criticised, inter alia, Mr. Liu as a former independent non-executive director of Richly Field for his breaches of his obligations under the Declaration and Undertaking with regard to Directors (“**Undertaking**”) given to the Stock Exchange in the form set out in Appendix 5-B to the Rules (“**Main Board Listing Rules**”) Governing the Listing of Securities on the Stock Exchange.

The Listing Committee found that each of Mr. Liu and certain former directors of Richly Field breached their respective Undertakings to use his/her best endeavours to procure Richly Field’s compliance with the Main Board Listing Rules in relation to certain connected transactions of Richly Field for the following reasons (insofar as Mr. Liu was concerned):

- (1) they ratified one of the connected transactions in June 2011. Noting that the undisclosed and unreported transaction had occurred in early March 2011 involving a substantial deposit payment by a principal subsidiary of Richly Field; and that another former director of Richly Field who authorised the transaction and signed the relevant agreement (“**Former Director**”) did not notify Richly Field’s board of directors (“**Rich Field’s Board**”) of the transaction, each of the relevant directors was put on notice of the need to enquire and establish reasons of and circumstances leading to the non-reporting of the transaction to Richly Field’s Board at the relevant time. Best endeavours would have reasonably required and expected the relevant directors to:
  - (a) enquire and look into the circumstances and enquire as to why the Former Director did not inform or involve any members of Richly Field’s Board in the consideration and approval of the transaction or why it was not reported to Richly Field’s Board in a timely manner;
  - (b) establish any internal control deficiencies to which the non-reporting of the transaction to Richly Field’s Board might be partly attributable; and take steps to rectify those deficiencies; and
  - (c) consider and enquire of the Former Director and the management of Richly Field about the implications of the Main Board Listing Rules of the transaction including whether it required disclosure under the Main Board Listing Rules; and

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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- (2) they failed to ensure Richly Field had adequate and effective internal controls in place to ensure its compliance with the Main Board Listing Rule arising from transactions conducted at the subsidiary level.

The Listing Committee further directed Mr. Liu and certain former directors of Richly Field to, as a pre-requisite of future appointment as a director of a company listed on the Stock Exchange, attend 24 hours of training on compliance of the Main Board Listing Rules, particularly in relation to notifiable and connected transactions, before the effective date of such appointment. The training should be provided by the Hong Kong Institute of Directors, Hong Kong Institute of Chartered Secretaries or other course providers approved by the Listing Department of the Stock Exchange (“**Training Requirement**”).

Mr. Liu confirmed that he has satisfied the Training Requirement by completing a 24-hour director training programme (“**24-Hour Programme**”) offered by the Hong Kong Institute of Directors in September 2023 as required under the Training Requirement. The 24-Hour Programme covered various topics in relation to compliance of the Main Board Listing Rules, including but not limited to corporate governance, notifiable transactions, connected transactions, duties of directors of listed companies, market misconduct, inside information and conflict of interest.

As at the Latest Practicable Date, save as disclosed above, Mr. Liu has not held any other major appointment and qualifications or directorship in other listed companies in the last three years. As at the Latest Practicable Date, (i) Mr. Liu does not hold other positions with the Company or other members of the Group; and (ii) Mr. Liu does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Liu is not interested in any Shares of the Company within the meaning of Part XV of the SFO.

The current term of appointment of Mr. Liu as an independent non-executive executive Director is for a continuous term commencing from 21 May 2024, subject to rotation and re-election at the general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Mr. Liu is entitled to a director’s fee of HK\$10,000 per month, which was determined with reference to prevailing market conditions, duties and responsibilities of Mr. Liu at the Company and the remuneration policy of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rule and there are no other matters relating to the re-election of Mr. Liu that need to be brought to the attention of the Shareholders.



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## NOTICE OF AGM

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### ST INTERNATIONAL HOLDINGS COMPANY LIMITED 智紡國際控股有限公司

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

**(Stock code: 8521)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**Meeting**”) of ST International Holdings Company Limited (“**Company**”) will be held at Meeting Room 2, 10<sup>th</sup> Floor, 303 Jaffe Road, Wan Chai, Hong Kong on Wednesday, 19 June 2024 at 3:30 p.m., for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”, each a “**Director**”) and the auditors of the Company for the year ended 31 December 2023.
2. To pass the following resolutions, each as a separate resolution:
  - (a) to re-elect Mr. Wong Kai Hung Kelvin as an executive Director;
  - (b) to re-elect Mr. Li Jian as an executive Director;
  - (c) to re-elect Mr. Chen Simon Guomin as an executive Director;
  - (d) to re-elect Dr. Chan Yee Wah as an independent non-executive Director;
  - (e) to re-elect Mr. Liu Mingfang as an independent non-executive Director; and
  - (f) to authorise the board of Directors (“**Board**”) to fix the respective Directors’ remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF AGM

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares (“**Shares**”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the applicable laws of Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares (excluding treasury shares (if any)) on the date of passing of this resolution and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) 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 laws to be held.”

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## NOTICE OF AGM

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

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorised and unissued Shares in the capital of the Company and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which 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 to make or grant offers, agreements or options, including warrants to subscribe for Shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of any options granted under a share option scheme of the Company;
  - (iii) any scrip dividend scheme or similar arrangement 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 the Company and other relevant regulations in force from time to time; or
  - (iv) 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,

shall not exceed 20% of the aggregate number of Shares in issue (excluding treasury shares (if any)) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF AGM

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(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and

(e) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) 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 laws to be held;

“**Rights Issue**” means an offer of Shares, or offer on issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of Shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.”

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## NOTICE OF AGM

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

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 in the notice convening this Meeting (“**Notice**”), the general mandate referred to in the resolution numbered 5 in the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares purchased or agreed to be purchased by the Company pursuant to the mandate referred to in the resolution numbered 4 in the Notice, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue (excluding treasury shares (if any)) on the date of the passing of this resolution.”

7. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained by way of issuing a certificate of incorporation on change of name, the English name of the Company be changed from “ST International Holdings Company Limited” to “WebX International Holdings Company Limited” and the dual foreign name in Chinese of the Company be changed from “智紡國際控股有限公司” to “智雲國際控股有限公司” with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one Director be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of the name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

On behalf of the board of Directors

**ST International Holdings Company Limited**

**Wong Kai Hung Kelvin**

*Chairman*

27 May 2024

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111 Cayman Islands

*Principal place of business*

*in Hong Kong:*  
Room 1504, 303 Jaffe Road,  
Wan Chai, Hong Kong

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## NOTICE OF AGM

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*Notes:*

1. To ascertain the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Thursday, 13 June 2024 (Hong Kong time).
2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak and vote at the Meeting. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him and to attend and vote in his stead at the Meeting.
3. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 3:30 p.m., on Monday, 17 June 2024 or not less than 48 hours before the time appointed for the holding of the adjourned meeting (as the case may be).
4. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy previously submitted shall be deemed revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled to vote, but if more than one of such joint holders are present at the meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of members of the Company in respect of the joint holding.
6. In compliance with the Rules ("**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the Meeting convened by this notice will be voted on by way of poll.

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## NOTICE OF AGM

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*As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Wong Kai Hung Kelvin, Mr. Li Jian and Mr. Chen Simon Guomin; one non-executive Director, namely Mr. Hung Yuk Miu; and three independent non-executive Directors, namely Mr. Ng Wing Heng Henry, Dr. Chan Yee Wah and Mr. Liu Mingfang.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.*

*This notice will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days after the date of publication and on the Company’s website at [www.smart-team.cn](http://www.smart-team.cn).*