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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, you should consult your 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 **China Wood International Holding Co., Limited**, you should at once hand this circular, together with 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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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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CHINA WOOD  
**中木國際**

**CHINA WOOD INTERNATIONAL HOLDING CO., LIMITED**

**中木國際控股有限公司**

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

**(Stock Code: 1822)**

**PROPOSED SHARE CONSOLIDATION**

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Capitalised terms used herein shall have the meanings set out in the section headed "Definitions" of this circular.

A notice convening the EGM to be held at Rooms 3008-3009, 30/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 3:00 p.m. on Friday, 14 June 2024 is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as practicable but in any event not later than 48 hours before the time for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

29 May 2024

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Expected Timetable</b> .....	4
<b>Responsibility Statement</b> .....	6
<b>Letter from the Board</b> .....	7
<b>Notice of EGM</b> .....	EGM-1

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as altered from time to time, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Branch Share Registrar”	Tricor Investor Services Limited, the branch Share registrar and transfer office of the Company in Hong Kong
“Business Day(s)”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted or “extreme conditions” caused by super typhoons as announced by the Government of Hong Kong in force in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Company”	China Wood International Holding Co., Limited (中木國際控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, and the ordinary shares of which are listed on the main board of the Stock Exchange (stock code: 01822)
“Consolidated Share(s)”	the ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company immediately following the Share Consolidation becoming effective
“Directors”	directors of the Company

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## DEFINITIONS

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“EGM”	the extraordinary general meeting of the Company to be convened and held at Rooms 3008-3009, 30/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 14 June 2024 at 3:00 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages EGM-1 to EGM-3 of this circular
“Existing Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Committee”	has the same meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau and Taiwan
“Share(s)”	the Existing Share(s) and/or Consolidated Share(s) (as the case may be)
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value of HK\$0.01 each into one (1) Consolidated Share of par value of HK\$0.10

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## DEFINITIONS

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“Share Option Scheme”	the share option scheme adopted by the Company on 3 June 2016
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

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## EXPECTED TIMETABLE

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**The expected timetable for the Share Consolidation is set out below.**

<b>Event(s)</b>	<b>Time and Date 2024</b>
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM . . . . .	4:30 p.m. on Thursday, 6 June
Closure of the register of members for determining the entitlement to attend and vote at the EGM . . . . .	Friday, 7 June to Friday, 14 June (both days inclusive)
Latest date and time for lodging the forms of proxy for the EGM . . . . .	3:00 p.m. on Wednesday, 12 June
Expected date and time of the EGM . . . . .	3:00 p.m. on Friday, 14 June
Publication of announcement of poll results of the EGM . . . . .	Friday, 14 June

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation**

<b>Event(s)</b>	<b>Time and Date 2024</b>
Effective date of the Share Consolidation . . . . .	Tuesday, 18 June
First day for free exchange of existing share certificates for new share certificates of the Consolidated Shares . . . . .	Tuesday, 18 June
Dealings in the Consolidated Shares commence . . . . .	9:00 a.m. on Tuesday, 18 June
Original counter for trading in Shares in board lots of 30,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Tuesday, 18 June
Temporary counter for trading in Consolidated Shares in board lots of 3,000 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Tuesday, 18 June

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## EXPECTED TIMETABLE

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Original counter for trading in Consolidated Shares  
in board lots of 30,000 Consolidated Shares (in the form of  
new share certificates for Consolidated Shares) re-opens . . . . . 9:00 a.m. on  
Wednesday, 3 July

Parallel trading in the Consolidated Shares  
(in the form of new share certificates for the Consolidated Shares and  
existing share certificates) commences . . . . . 9:00 a.m. on  
Wednesday, 3 July

Designated broker starts to stand in the market to provide  
matching services for the sale and purchase of odd lots of  
the Consolidated Shares . . . . . 9:00 a.m. on  
Wednesday, 3 July

Designated broker ceases to stand in the market to provide  
matching services for sale and purchase of odd lots of the  
Consolidated Shares . . . . . 4:00 p.m. on  
Tuesday, 23 July

Temporary counter for trading Consolidated Shares  
in board lots of 3,000 Consolidated Shares (in the  
form of existing share certificates) closes . . . . . 4:10 p.m. on  
Tuesday, 23 July

Parallel trading in the Consolidated Shares (in form of new share  
certificate(s) and existing share certificate(s)) ends . . . . . 4:10 p.m. on  
Tuesday, 23 July

Last date and time for free exchange of share Certificates for  
the new share certificates of the Consolidated Shares . . . . . 4:30 p.m. on  
Thursday, 25 July

All times and dates in this circular refer to Hong Kong local times and dates. Dates  
or deadlines set out in the expected timetable above are indicative only and may be subject  
to change. Any changes to the expected timetable will be announced in a separate  
announcement by the Company as and when appropriate.

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## RESPONSIBILITY STATEMENT

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*This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.*



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## LETTER FROM THE BOARD

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CHINA WOOD  
**中木國際**

**CHINA WOOD INTERNATIONAL HOLDING CO., LIMITED**

**中木國際控股有限公司**

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

**(Stock Code: 1822)**

*Executive Director:*

Mr. Lyu NingJiang (*Chairman and CEO*)

*Non-executive Director:*

Mr. Hu YongGang

*Independent Non-executive Directors:*

Mr. Chan Lik Shan

Mr. So Yin Wai

Mr. Zhao Xianming

*Registered office:*

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

11th Floor, Tower 2

Admiralty Centre

18 Harcourt Road, Admiralty

Hong Kong

29 May 2024

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED SHARE CONSOLIDATION**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 10 May 2024 in relation to the proposed Share Consolidation.

The purpose of this circular is to provide you with information, among other things, (i) further details of the Share Consolidation; (ii) the notice of EGM; and (iii) other information required under the Listing Rules.

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## LETTER FROM THE BOARD

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### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis of every ten (10) issued and unissued Existing Shares of par value of HK\$0.01 each be consolidated into one (1) Consolidated Share of par value of HK\$0.10.

### **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon, among other things:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Assuming the above conditions are fulfilled, it is expected that the Share Consolidation will become effective on Tuesday, 18 June 2024, being the second Business Day after the EGM.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

### **Effects of the Share Consolidation**

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$200,000,000 comprising 3,427,293,400 issued Existing Shares and 16,572,706,600 unissued Existing Shares.

As at the Latest Practicable Date, there are no outstanding share options under the Share Option Scheme.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding warrants, options or convertible securities or other similar rights which are convertible or exchangeable into Shares.

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## LETTER FROM THE BOARD

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Upon the Share Consolidation becoming effective and assuming that there is no change in the number of issued Existing Shares prior to the EGM, the share capital structure of the Company will be as follows:

	<b>As at the Latest Practicable Date</b>	<b>Immediately following the Share Consolidation becoming effective</b>
Par value	HK\$0.01 per Existing Share	HK\$0.10 per Consolidated Share
Number of authorised Shares	20,000,000,000 Existing Shares	2,000,000,000 Consolidated Shares
Authorised share capital	HK\$200,000,000	HK\$200,000,000
Number of issued Shares	3,427,293,400 Existing Shares	342,729,340 Consolidated Shares
Number of unissued Shares	16,572,706,600 Existing Shares	1,657,270,660 Consolidated Shares
Issued share capital	HK\$34,272,934	HK\$34,272,934

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other in accordance with the Articles of Association.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

### **Reasons for the Share Consolidation**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has further stated that (i) market price of the shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

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## LETTER FROM THE BOARD

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Since May 2023, the share price of the Company has been trading at or below HK\$0.1 at most of the time, and the closing price of the Existing Shares as at the Latest Practicable Date was HK\$0.047 per Existing Share. The value of each existing board lot has been less than HK\$2,000. Based on the closing price of HK\$0.047 per Existing Share as at the Latest Practicable Date and the existing board lot size of 30,000 Existing Shares, the Board resolved to propose the Share Consolidation, resulting in the theoretical closing price of HK\$0.47 per Consolidated Share and the estimated value of HK\$14,100 per board lot of 30,000 Consolidated Shares with the view to complying with the trading requirements under the Listing Rules.

The Board considers that the proposed Share Consolidation would bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. Further, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade. In view of the above reasons, the Board considers that the Share Consolidation is justifiable, notwithstanding the potential costs and impact arising from the creation of odd lots to Shareholders. Accordingly, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

The Board believes that the Share Consolidation will not have any material adverse effect on the Group's financial position or result in a change in the relative rights of the Shareholders.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Company does not have any other concrete plan or arrangement to conduct any other fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to meet its operational needs or support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

### **No Change in Board Lot Size**

The Existing Shares are currently traded on the Stock Exchange in board lot size of 30,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 30,000 Consolidated Shares per board lot.

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## LETTER FROM THE BOARD

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### **Listing and dealings of the Consolidated Shares**

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective and the Consolidated Shares which may be issued pursuant to the exercise of the outstanding options granted or which may be granted under the Share Option Scheme.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Fractional Shares, odd lot arrangements and matching services**

Fractional Consolidated Shares will not be issued by the Company to the Shareholders. Any fractional entitlements of the Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company.

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Bonus Eventus Securities Limited as agent to provide matching services, on a best effort basis, to those Shareholders who wish to top up or sell their holding of odd lots of the Consolidated Shares at the relevant market price per Consolidated Share and the matching period commences from 9:00 a.m. on Wednesday, 3 July 2024 to 4:10 p.m. on Tuesday, 23 July 2024 (both days inclusive). Shareholders who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or top up to a full board lot may, directly or through their brokers, contact Mr. Lam of Bonus Eventus Securities Limited at Room 402B, 4/F, Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong at telephone number +852 2327-3052, during office hours of such period.

Holder of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

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## LETTER FROM THE BOARD

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Shareholders or potential investors should note that (i) odd lots may be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

### Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is expected to be on Tuesday, 18 June 2024, Shareholders may on or after Tuesday, 18 June 2024 and until Thursday, 25 July 2024 (both dates inclusive) submit their existing share certificates in green colour for the Existing Shares to the Branch Share Registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for exchange for share certificates in red colour for the Consolidated Shares at the expense of the Company. Thereafter, existing share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at the expense of the Shareholders on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or each new share certificate issued for Consolidated Shares (whichever is higher) but are not acceptable for delivery, trading and settlement purposes. The new share certificates for the Consolidated Shares will be issued in red colour in order to distinguish them from the share certificates for the Shares which are in green colour.

### ACTIONS TO BE TAKEN

The EGM will be convened and held to consider and, if thought fit, approve the proposed Share Consolidation. A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Branch Share Registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the 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. Procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular to members; and (ii) which relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views. Accordingly, all resolutions proposed at the EGM will be taken by poll.

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## LETTER FROM THE BOARD

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To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolution in relation to the Share Consolidation at the EGM.

After the conclusion of the EGM, the results of the poll will be released on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chinawoodint.com.hk](http://www.chinawoodint.com.hk)).

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 7 June 2024 to Friday, 14 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Branch Share Registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 6 June 2024.

### RECOMMENDATIONS

The Directors consider that the proposal regarding the Share Consolidation is in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution at the EGM.

### MISCELLANEOUS

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

### WARNING

**Shareholders and potential investors should be aware of and take note that the Share Consolidation is conditional upon satisfaction of the conditions set out in the paragraph headed "Conditions of the Share Consolidation". Accordingly, the Share Consolidation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

Yours faithfully

By order of the Board

**China Wood International Holding Co., Limited**

**Lyu NingJiang**

*Chairman and Executive Director*

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## NOTICE OF EGM

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CHINA WOOD  
**中木國際**

**CHINA WOOD INTERNATIONAL HOLDING CO., LIMITED**

**中木國際控股有限公司**

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

**(Stock Code: 1822)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China Wood International Holding Co., Limited (the “Company”) will be held at Rooms 3008-3009, 30/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 14 June 2024 at 3:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolution of the Company:

#### ORDINARY RESOLUTION

1. “**THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the circular of the Company dated 29 May 2024, with effect from the second business day immediately following the day of passing of this resolution, For the purpose of this resolution, “business day” means any day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in Hong Kong:
  - (a) every ten (10) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) share of par value of HK\$0.10 (the “**Consolidated Share**”), and such Consolidated Shares shall rank pari passu in all respects with each other and have the same rights and privileges and be subject to the same restrictions contained in the articles of association of the Company;
  - (b) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the same but all fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit; and



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## NOTICE OF EGM

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- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as he/they may consider necessary or expedient to complete, implement and give effect to any and all the arrangements for the Share Consolidation set out in this resolution.”

Yours faithfully

By order of the Board

**China Wood International Holding Co., Limited**

**Lyu NingJiang**

*Chairman and Executive Director*

Hong Kong, 29 May 2024

*Registered office:*

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

*Head office and principal place of  
business in Hong Kong:*

11th Floor, Tower 2  
Admiralty Centre  
18 Harcourt Road, Admiralty  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead. A member who is the holder of two or more Shares in the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney in Hong Kong duly authorised, and must be deposited with the Company's branch share registrar and transfer office (the "**Branch Share Registrar**"), 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 notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM (or any adjournment thereof).

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## NOTICE OF EGM

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4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For the purpose of determining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 7 June 2024 to Friday, 14 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Branch Share Registrar not later than 4:30 p.m. on Thursday, 6 June 2024.

*As at the date of this notice, the Board comprises Mr. Lyu NingJiang (Chairman and CEO) as executive Director; Mr. Hu YongGang as non-executive Director; and Mr. Chan Lik Shan, Mr. Zhao XianMing, and Mr. So Yin Wai as independent non-executive Directors.*