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If you are in doubt as to any aspect of this circular or as to the action to be taken, 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 Bauhaus International (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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bauhaus

Bauhaus International (Holdings) Limited

包浩斯國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 483)

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

A notice of annual general meeting of Bauhaus International (Holdings) Limited to be held at 3:00 p.m. on Monday, 19 August 2024 at Jade Room, Artyzen Club, 401A, 4/F., Shun Tak Centre, 200 Connaught Road, Central, Hong Kong is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar 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 practicable and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

15 July 2024

TABLE OF CONTENT

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 Group. 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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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company for the year ended 31 March 2024 to be held at 3:00 p.m. on Monday, 19 August 2024 at Jade Room, Artyzen Club, 401A, 4/F., Shun Tak Centre, 200 Connaught Road, Central, Hong Kong or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Associates”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Act”	the Companies Act, Chapter 22 (Revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Bauhaus International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its Subsidiaries
“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”	9 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD

bauhaus

Bauhaus International (Holdings) Limited

包浩斯國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 483)

Executive Directors:

Madam Tong She Man, Winnie

(Chairlady)

Mr. Yeung Yat Hang

(Chief Executive Officer)

Registered office:

Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

Independent non-executive Directors:

Mr. Wong Man Tai

Ms. Choi Sze Man Mandy

Mr. Ong Benjamin Peng Liong

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

1/F., 163 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

15 July 2024

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to give Shareholders the notice of the Annual General Meeting and provide the Shareholders with details regarding (i) the re-election of Directors retiring at the Annual General Meeting; and (ii) the grant of general mandates to the Directors to issue and repurchase the Shares. Such proposals will be dealt with at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

Pursuant to Article 87 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

LETTER FROM THE BOARD

Pursuant to Article 86(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

Accordingly, Mr. Wong Man Tai and Mr. Ong Benjamin Peng Liong, who have to retire by rotation pursuant to the Articles of Association, shall retire by rotation at the Annual General Meeting, and being eligible will offer themselves for re-election at the Annual General Meeting. Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

The nomination committee of the Company has reviewed the biographical details of both Mr. Wong Man Tai and Mr. Ong Benjamin Peng Liong and their fulfilment of nomination criteria set out in the nomination policy of the Company and considered the diversity aspects set out in the board diversity policy of the Company. Accordingly, the nomination committee of the Company and Board recommends Mr. Wong Man Tai and Mr. Ong Benjamin Peng Liong to be re-elected at the Annual General Meeting.

GENERAL MANDATES

At the Annual General Meeting, separate ordinary resolutions will be proposed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the number of issued shares of the Company as at the date of the passing of such resolution (the “**Issue Mandate**”); (ii) to repurchase issued and fully paid Shares on the Stock Exchange up to a maximum of 10% of the number of issued shares of the Company as at the date of passing of such resolution (the “**Repurchase Mandate**”); and (iii) to add the aggregate number of the Shares repurchased by the Company to the Issue Mandate.

As at the Latest Practicable Date, the Company had 367,380,000 Shares in issue. Subject to the passing of the proposed resolutions for the grant of the general mandates as mentioned above and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would result in up to 36,738,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution referred to herein or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, and the Directors will be authorised to allot and issue under the Issue Mandate as mentioned above up to 73,476,000 Shares, and to the extent the Repurchase Mandate is exercised, plus the number of Shares representing the aggregate number of shares of the Company repurchased by the Company under the Repurchase Mandate.

The Directors wish to state that they have no present intention to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

The explanatory statement required by the Listing Rules to provide requisite information to you for your consideration of the Repurchase Mandate is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of Annual General Meeting is set out in pages 11 to 14 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is also enclosed with this circular. To be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting.

VOTE BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, all votes will be taken by way of poll.

RECOMMENDATION

The Directors consider that the proposals for re-election of Directors, the grant of the general mandates to issue and repurchase Shares and amendments to the existing Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders to vote in favour of the resolutions as set out in the notice of Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Bauhaus International (Holdings) Limited
Madam Tong She Man, Winnie
Chairlady

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The details of the retiring Directors proposed for re-election at the Annual General Meeting are set out below:

(a) Mr. Wong Man Tai

Mr. Wong Man Tai, aged 50, is a qualified accountant with over 20 years of working experience in the financial service industry, including experience in mergers and acquisition transactions and business management. He has over 10 years of management experience in financial and investment groups in Hong Kong SAR and Mainland China, and has, in the past, held senior executive positions in a number of financial institution groups and has taken key roles to manage investment transactions, business strategy and corporate restructuring. He holds a Finance degree from The City University of Hong Kong and an Executive MBA from The Chinese University of Hong Kong. He also holds professional certifications including Fellow Certified Public Accountant (FCPA) from The Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, Mr. Wong was not interested in any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Mr. Wong entered into an appointment letter with the Company for a term of one (1) year commencing from 29 December 2023, which may be terminated by either party by giving to the other three months' prior notice in writing and is subject to rotation in accordance with the Articles of Association. Mr. Wong is entitled to an annual remuneration of HK\$78,000, which is determined with reference to his duties and responsibility with the Company, and subject to adjustment as appropriate in the future as determined by the Company. His future remuneration will be subject to review by the Remuneration Committee from time to time pursuant to the power conferred on it by the Board.

Save as being an independent non-executive Director, Mr. Wong did not hold any other positions with the other members of the Group. Mr. Wong also did not hold other directorship in listed public companies during the last three years. He did not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company as at the Latest Practicable Date.

Mr. Wong has confirmed that he meets the independence criteria set out in Rule 3.13 of the Listing Rules. The Board is satisfied that Mr. Wong meets the independence guidelines set out in Rule 3.13 of the Listing Rules and he is independent.

Mr. Wong confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Wong.

(b) Mr. Ong Benjamin Peng Liong

Mr. Ong Benjamin Peng Liong, aged 50, was appointed as an Independent Non-Executive Director on 30 November 2023. He is also the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. Mr. Ong is a qualified accountant with 28 years of working experience in mergers and acquisitions, corporate development and various finance roles in Hong Kong, United States and Canada. He held a senior executive position with a global communications and advertising group for the past 12 years. He is a non-executive director of a media and communications company in Vietnam. Previously he held various positions in the transaction advisory and audit divisions of two of the Big 4 accounting firms and in a corporate finance role for a Canadian stock exchange platform. He graduated from the University of British Columbia in Canada in 1995 and holds professional certifications including Chartered Professional Accountant, Chartered Accountant in Canada and Chartered Financial Analyst.

As at the Latest Practicable Date, Mr. Ong was not interested in any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Mr. Ong entered into an appointment letter with the Company for a term of one (1) year commencing from 30 November 2023, which may be terminated by either party by giving to the other three (3) months' prior notice in writing and is subject to rotation in accordance with the Articles of Association. Mr. Ong is entitled to an annual remuneration of HK\$100,000, which is determined with reference to his duties and responsibility with the Company, and subject to adjustment as appropriate in the future as determined by the Company. His future remuneration will be subject to review by the Remuneration Committee from time to time pursuant to the power conferred on it by the Board.

Save as being an independent non-executive Director, Mr. Ong did not hold any other positions with the other members of the Group. Mr. Ong also did not hold other directorship in listed public companies during the last three years. He did not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company as at the Latest Practicable Date.

Mr. Ong has confirmed that he meets the independence criteria set out in Rule 3.13 of the Listing Rules. The Board is satisfied that Mr. Ong meets the independence guidelines set out in Rule 3.13 of the Listing Rules and he is independent.

Mr. Ong confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Ong.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Repurchase Mandate for your consideration.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

(b) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of the proposed resolution granting the Repurchase Mandate.

As at the Latest Practicable Date, the Company had 367,380,000 Shares in issue. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would result in up to 36,738,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution granting the Repurchase Mandate or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

(c) Reason for repurchase

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

(d) Funding of repurchase

In repurchasing shares, a company may only apply funds legally available for such purpose in accordance with its constitutive documents and the laws of the jurisdiction in which the company was incorporated.

As compared with the financial position of the Company as at 31 March 2022 (being date of its latest audited accounts), the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate was to be exercised in full 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 or the gearing level of the Company (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

(e) Connected parties

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of their close Associates has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

(f) Undertaking by Directors

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

(g) Takeovers Code

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholder (as defined in the Listing Rules), together with their parties acting in concert and their respective Associates, were beneficially interested in 228,118,000 Shares representing approximately 62.09% of the issued shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the interests of the substantial Shareholder, together with their respective Associates, in the Company would be increased to approximately 68.99% of the issued shares, which will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in the amount of Shares held by the public being reduced to less than 25% of the total issued shares of the Company nor to an extent as would result in an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

2. SHARE REPURCHASE AND MARKET PRICES

During the six months preceding the Latest Practicable Date, no Shares have been repurchased or redeemed by the Company.

During each of the previous 12 months, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

Month	Per Share	
	Highest (HK\$)	Lowest (HK\$)
2023		
July	0.56	0.5
August	0.56	0.52
September	0.57	0.51
October	0.59	0.5
November	0.56	0.455
December	0.475	0.42
2024		
January	0.46	0.365
February	0.395	0.345
March	0.56	0.33
April	0.48	0.4
May	0.44	0.37
June	0.4	0.325
July (up to Latest Practicable Date)	0.33	0.315

NOTICE OF ANNUAL GENERAL MEETING

bauhaus

Bauhaus International (Holdings) Limited

包浩斯國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 483)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Bauhaus International (Holdings) Limited (the “**Company**”) will be held at Jade Room, Artyzen Club, 401A, 4/F., Shun Tak Centre, 200 Connaught Road, Central, Hong Kong on Monday, 19 August 2024 at 3:00 p.m. to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2024 and the reports of the directors of the Company (the “**Director**”) and auditors of the Company for the year ended 31 March 2024.
2.
 - A. To re-elect Mr. Wong Man Tai as a Director.
 - B. To re-elect Mr. Ong Benjamin Peng Liong as a Director.
 - C. To authorise the board of Directors to fix the remuneration of the Directors.
3. To re-appoint the Company’s auditor and to authorise the board of Directors to fix its remuneration.
4. To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:
 - A. “**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 additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined below); (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company or any class of the Company thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “**THAT:**

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the issued shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited, and that the exercise by the Directors of all the powers of the Company to repurchase such shares, subject to and in accordance with all applicable laws or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) in addition, the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the number of shares of the Company in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. “**THAT** conditional upon the passing of Resolutions no. 4A and 4B as set out in the notice convening the meeting of which this resolution forms part, the aggregate number of shares of the Company which are repurchased by the Company pursuant to and in accordance with the said Resolution no. 4B shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with Resolution no. 4A as set out in the notice convening the meeting of which this resolution forms part.”

By Order of the Board
Bauhaus International (Holdings) Limited
Tong She Man, Winnie
Chairlady

Hong Kong, 15 July 2024

As at the date of this notice, the executive Directors are Madam Tong She Man, Winnie and Mr. Yeung Yat Hang; the independent non-executive Directors are Mr. Wong Man Tai, Ms. Choi Sze Man, Mandy and Mr. Ong Benjamin Peng Liang.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy must be lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares in the Company, 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 meeting, 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 in respect of the joint holding.
6. The register of members of the Company will be closed from Wednesday, 14 August 2024 to Monday, 19 August 2024, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for voting at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m., on Tuesday, 13 August 2024.