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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 about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Karrie International Holdings Limited (the “**Company**”), you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Karrie International Holdings Limited**

**嘉利國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1050)**

- (1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED AMENDMENTS TO EXISTING BYE-LAWS;  
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 1st Floor, Grand Ballroom, Castfast Hotel, 12 Castfast Road, Guan Jing Tou, Feng Gang, Dongguan, Guangdong, PRC on Friday, 30 August 2024 at 12:00 noon is set out on pages AGM-1 to AGM-6 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy accompanying the notice of the annual general meeting in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and delivery of the form of proxy shall not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should they so wish. For the avoidance of doubt, holders of Treasury Shares, if any, shall abstain from voting at the Company's general meeting.

This circular together with the form of proxy will be published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.karrie.com](http://www.karrie.com)).

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 1st Floor, Grand Ballroom, Castfast Hotel, 12 Castfast Road, Guan Jing Tou, Feng Gang, Dongguan, Guangdong, PRC on Friday, 30 August 2024 at 12:00 noon;
“Board”	the board of Directors;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“CG Code”	the Corporate Governance Code, as set out in Appendix C1 to the Listing Rules;
“Company”	Karrie International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Existing Bye-laws”	the existing Bye-laws of the Company adopted at the annual general meeting of the Company held on 27 November 1996 and subsequently amended at the annual general meetings held on 30 July 2004, 4 August 2006 and 26 August 2022, respectively;
“General Mandates”	the Issuance Mandate, the Repurchase Mandate and the Top-up Mandate;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars;
“HKSCC”	Hong Kong Securities Clearing Company Limited;

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board in this circular;
“Latest Practicable Date”	19 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);
“New Bye-laws”	the new Bye-laws which consolidates all the Proposed Amendments as set out in Appendix III to this circular (with proposed changes marked-up against the conformed version of the Existing Bye-laws posted on the website of the Stock Exchange) proposed to be adopted by the Shareholders with effect from the passing of the relevant special resolution;
“Options”	the right granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme;
“Proposed Amendments”	the proposed amendments to the Existing Bye-laws;
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board in this circular;
“Securities and Futures Ordinance”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended from time to time);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Share Option Scheme”	the share option scheme adopted by the Company on 30 August 2023;

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers;
“Top-up Mandate”	as defined in paragraph 2(c) of the Letter from the Board in this circular;
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time; and
“%”	per cent.

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LETTER FROM THE BOARD

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**Karrie International Holdings Limited**

**嘉利國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1050)**

*Executive Directors:*

Mr. Ho Cheuk Fai (*Chairman & CEO*)  
Ms. Chan Ming Mui, Silvia  
Mr. Zhao Kai  
Mr. Chan Raymond

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Independent Non-executive Directors:*

Mr. Fong Hoi Shing  
Mr. Yam Chung Shing  
Dr. Lau Kin Wah  
Mr. Lam Yin Shing, Donald

*Principal place of business in Hong Kong:*

9th Floor  
Southeast Industrial Building  
611–619 Castle Peak Road  
Tsuen Wan, New Territories  
Hong Kong

30 July 2024

*To the Shareholders*

Dear Sirs or Madams,

- (1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED AMENDMENTS TO EXISTING BYE-LAWS;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) granting of the General Mandates to the Directors; (ii) re-electing the retiring Directors; and (iii) the proposed amendments to the Existing Bye-laws, and to give Shareholders the notice of the Annual General Meeting.

\* For identification purpose only

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## LETTER FROM THE BOARD

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

At the annual general meeting of the Company held on 30 August 2023, approval was given by Shareholders for the granting of, inter alia, general mandates to the Directors to (i) repurchase Shares on the Stock Exchange up to 10% of the number of issued Shares of the Company as at the date of passing of the relevant resolution; and (ii) allot and issue Shares not exceeding 20% of the number of issued Shares of the Company as at the date of passing of the relevant resolution. In accordance with the terms of the approval, these general mandates will expire on 30 August 2024 upon the conclusion of the forthcoming Annual General Meeting.

To keep in line with current corporate practice of the Company, the grant of new general mandates for the same purpose is being sought from Shareholders and ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of general mandates to the Directors:

- (a) to allot, issue or deal with Shares (including a sale or transfer of Treasury Shares out of treasury, if any) of not exceeding 20% of the number of issued Shares of the Company (excluding Treasury Shares, if any) on the date of passing of such resolution (the “**Issuance Mandate**”). As at the Latest Practicable Date, the total number of issued Shares was 2,021,459,200 Shares. Assuming that there is no issuance of Shares or any repurchase of Shares from the Latest Practicable Date up to the date of the Annual General Meeting, up to a maximum of 404,291,840 Shares representing 20% of the total number of issued Shares of the Company (or transfer out of treasury) as at the date of the Annual General Meeting may be issued under the Issuance Mandate;
- (b) to purchase Shares on the Stock Exchange of up to 10% of the number of issued Shares of the Company (excluding Treasury Shares, if any) on the date of passing of such resolution (the “**Repurchase Mandate**”). As at the Latest Practicable Date, the total number of issued Shares was 2,021,459,200 Shares. Assuming that there is no issuance of Shares or any repurchase of Shares from the Latest Practicable Date up to the date of the Annual General Meeting, up to a maximum of 202,145,920 Shares representing 10% of the total number of issued Shares of the Company as at the date of the Annual General Meeting may be repurchased by the Company under the Repurchase Mandate; and
- (c) to extend the Issuance Mandate by an amount representing the number of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (the “**Top-up Mandate**”).

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## LETTER FROM THE BOARD

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The General Mandates will continue in force 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 any applicable law or the Existing Bye-laws to be held; and (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in the above resolutions. The existing mandates granted to the Directors to issue and to repurchase Shares shall expire at the conclusion of the Annual General Meeting. With reference to the Issuance Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

In accordance with the requirements of the 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 granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

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

Pursuant to the Bye-law 87(1) of the Existing Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation provided that the chairman of the Board and/or the managing director of the Company shall not, whilst holding their office, be subject to retirement by rotation or be taken into account in determining the number of directors to retire each year.

In addition, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years according to Code Provision B.2.2 of the CG Code. Therefore, Mr. Ho Cheuk Fai, Mr. Zhao Kai and Dr. Lau Kin Wah will retire from office by rotation at the Annual General Meeting.

Furthermore, pursuant to Bye-law 86(2) of the Bye-laws, any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Lam Yin Shing, Donald was appointed as an independent non-executive Director by the Board with effect from 1 July 2024 to fill a casual vacancy on the Board. In accordance with Bye-law 86(2) of the Bye-laws, Mr. Lam Yin Shing, Donald shall retire from office at the Annual General Meeting and being eligible, will offer themselves for re-election.

Brief biographical details of the above Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.



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## LETTER FROM THE BOARD

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### 4. PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

Reference is made to the announcement of the Company dated 15 July 2024 (the “**Announcement**”). The Board proposes to make certain amendments (the “**Proposed Amendments**”) to the Existing Bye-laws and adopt the New Bye-laws in substitution for, and to the exclusion of, the Existing Bye-laws.

The primary objectives of the Proposed Amendments are:

- (i) to provide the Company with flexibility to hold treasury shares under its New Bye-laws in view of the recent amendments to the Listing Rules relating to treasury shares which will come into effect on 11 June 2024;
- (ii) to reflect the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; and
- (iii) to update the provisions relating to the removal of the Company’s auditors to be consistent with the relevant requirement under Appendix A1 to the Listing Rules as well as the applicable laws of Bermuda; and
- (iv) to incorporate other consequential and housekeeping amendments which are in line with the above amendments.

Details of the Proposed Amendments and the full text of the New Bye-laws proposed to be adopted by the Shareholders by way of a special resolution at the AGM, are set out in Appendix III to this circular (with proposed changes marked-up against the Existing Bye-laws) with the Proposed Amendments marked-up against the existing Bye-laws). The Board proposed to effect the Proposed Amendments by adopting the New Bye-laws incorporating and consolidating the Proposed Amendments in substitution for, and to the exclusion of, the Existing Bye-laws. The New Bye-laws is written in English. The Chinese translation of the New Bye-laws is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

The legal adviser to the Company as to Hong Kong laws has confirmed that the Proposed Amendments conform with the requirements of the Listing Rules. The legal adviser to the Company as to Bermuda laws has confirmed that the Proposed Amendments do not contravene or violate the applicable laws of Bermuda. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

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## LETTER FROM THE BOARD

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The Proposed Amendments and the proposed adoption of the New Bye-laws are subject to, and will become effective upon, the approval of the Shareholders by way of passing a special resolution at the AGM.

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages AGM-1 to AGM-6 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority must be deposited at the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting. Completion and delivery of the form of proxy shall not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting should they so wish.

### **6. VOTING BY WAY OF POLL**

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted upon by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Bye-law 66 of the Existing Bye-laws. Separately, holders of Treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Annual General Meeting.

The results of the poll will be published after the conclusion of the Annual General Meeting on the respective websites of the Stock Exchange and the Company.

### **7. RESPONSIBILITY STATEMENT**

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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### 8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate), Appendix II (Details of the Directors proposed to be re-elected at the Annual General Meeting) and Appendix III (Proposed Amendments to the Existing Bye-laws) to this circular.

### 9. RECOMMENDATION

The Directors consider that the resolutions to be proposed at the Annual General Meeting for (i) granting of the General Mandates to the Directors; (ii) re-electing the retiring Directors; and (iii) the proposed amendments to the Existing Bye-laws as set out in the notice of the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

On behalf of the Board

**Karrie International Holdings Limited**

**Ho Cheuk Fai**

*Chairman*

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

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This appendix serves as the explanatory statement required to be sent to Shareholders by the Listing Rules in connection with the repurchase by companies with a primary listing on the Stock Exchange of their own securities. The intention of this explanatory statement is to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed Repurchase Mandate to be granted to the Directors.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares of the Company comprised 2,021,459,200 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 202,145,920 Shares (representing 10% of the total number of issued Shares (excluding Treasure Shares, if any) as at the date of granting of the Repurchase Mandate).

### **2. REASON FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the interest of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. The Directors have no present intention to repurchase any Shares.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Existing Bye-laws and the laws of Bermuda. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on a purchase may only be paid out of either funds of the Company that would otherwise have been available for dividend or distribution or out of the share premium account of the Company.

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## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any shares it repurchased and/or hold such shares as treasury shares for subsequent re-issue or sale subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2024 in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares 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.

### 4. SHARE PRICES

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

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
July	0.790	0.700
August	0.720	0.540
September	0.610	0.530
October	0.600	0.495
November	0.600	0.530
December	0.540	0.460
<b>2024</b>		
January	0.495	0.405
February	0.480	0.410
March	0.540	0.410
April	0.600	0.405
May	0.770	0.500
June	0.800	0.670
July (up to the Latest Practicable Date)	0.960	0.780

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

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### **5. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda and in accordance with the memorandum of association of the Company and the Existing Bye-laws.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in Rule 1.01 of the Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such resolution is approved by the Shareholders.

No core connected persons (as defined in Rule 1.01 of the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, 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, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

### **6. TAKEOVERS CODE**

If on the exercise of the powers to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. To the best knowledge and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, New Sense Enterprises Limited, Castfast Properties Development Co., Ltd., The Wedding City Co., Limited, Mr. Ho Cheuk Fai, Mr. Ho Wai Hon, Brian, Mr. Ho Cheuk Ming and Ms. Ho Po Chu (together the

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

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“**Concert Group**”) were together beneficially interested in 1,481,168,000 Shares, representing approximately 73.27% of the issued share capital of the Company. On the basis that no Shares are issued or repurchased prior to the date of the Annual General Meeting, in the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of the Concert Group will be increased to approximately 81.41% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. If the Repurchase Mandate is exercised in full, the number of Shares held by the public would be reduced to less than the minimum public float of 25%. However, the Directors have no present intention to repurchase Shares to such extent.

### **7. SHARE REPURCHASE MADE BY THE COMPANY**

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

*As required by the Listing Rules, the following are the particulars of the Directors to be re-elected at the Annual General Meeting:*

**MR. HO CHEUK FAI**

**Mr. HO Cheuk Fai**, aged 78, was appointed as a Director in October 1996 and is the chairman and chief executive officer of the Company as well as the founder of the Group. He is also the director of certain subsidiaries of the Group. Prior to founding the Group in 1980, Mr. Ho had experience in factory management for several decades and in running operations specialised in manufacturing plastic, metal and electronic products. He is responsible for the Group's overall corporate strategies and objectives. He is also a director of New Sense Enterprises Limited, Honford Investments Limited, Castfast Properties Development Co., Ltd. and The Wedding City Co., Limited, a corporate substantial shareholder of the Company, and the husband of Ms. Ho Po Chu, who is a member of management team.

Mr. Ho was appointed as member of the 10th Guangdong Provincial Committee of Political Consultative Conference in January 2008 and was reappointed as a member of the 11th Chinese People's Political Consultative Conference, Dongguan City, Guangdong Province in January 2007. He was also awarded as the Honorable Citizen of Dongguan City and Honorable Citizen of Yixing City. The solid business knowledge and working experience gained by Mr. Ho throughout the years are recognized by the industries. He was awarded the Honorary Fellowship of the Professional Validation Council of Hong Kong Industries in October 2020. He was also the Honorary Vice-Chairman of Hang Seng Management College — Foundation and the Honorary Director of Hong Kong CPPCC (Provincial) Members Association Foundation. Mr. Ho currently participates in affairs of different social and commercial associations, which include Former Guangdong Province CPPCC Members Association, Overseas Friendship Association of Dongguan, Former Dongguan City CPPCC Members Association, The Association of the Hong Kong Members of Dongguan's (Hong Kong & Macau) CPPCC, Guangdong Overseas Chinese Enterprises Association, Hong Kong Metals Manufacturers Association, World Dongguan Entrepreneurs, China Association of Enterprises with Foreign Investment, Dongguan City Association of Enterprises with Foreign Investment, Dongguan City Fenggang Association of Enterprises with Foreign Investment, Federation of Hong Kong Guangdong Community Organisations, Hong Kong Fenggang (Dongguan) Natives Association Limited, The Hong Kong Chinese Importers' & Exporter's Association, Dongguan Foundation for the Disabled and Dongguan City Fenggang Industrial Development Association (東莞市鳳崗產業發展促進會).

He was appointed as the non-executive Director and chairman of KRP Development Holdings Limited with effect from 23 March 2023. Save as disclosed above, Mr. Ho did not hold any directorship in other listed companies in the past three years.



So far as the Directors are aware, as at the Latest Practicable Date, Mr. Ho was interested within the meaning of Part XV of the Securities and Futures Ordinance in 1,466,670,000 Shares. Save as disclosed above, as at the Latest Practicable Date, Mr. Ho had no relationship with any Directors, senior management, substantial Shareholders nor controlling Shareholders of the Company.

According to the service agreement between Mr. Ho and the Company, Mr. Ho is entitled to an annual salary of HK\$4,832,400.00. During the year ended 31 March 2024, Mr. Ho received a total amount of HK\$3,203,200.00 as bonuses, including a discretionary performance bonus which was determined based on his performance during the previous year and with reference to the audited consolidated net profit of the Group for the relevant financial year. Both types of bonuses were determined by the Board in its absolute discretion. Mr. Ho's emoluments are determined by the Board with reference to his experience, performance and duties as well as the prevailing market conditions. The service agreement which is without a fixed period commenced from 1 December 1996 and shall continue thereafter until terminated by either Mr. Ho or the Company giving to the other party not less than three months' but not more than one year's written notice without payment of compensation (other than statutory compensation).

The nomination was made by the Board in accordance with the Nomination Policy and taken into account the diversity aspects (including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company.

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

#### **MR. ZHAO KAI**

**Mr. ZHAO Kai**, aged 49, was appointed as a Director in November 2012. He has been appointed as the general manager and the convener of executive committee of the Group with effect from 1 April 2013, responsible for overall manufacturing management and operation of the Group. Mr. Zhao graduated from Xihua University (formerly known as Sichuan Institute of Technology) in the PRC with a Bachelor Degree in Foundry Engineering. He had over 20 years' experience in metal plastic, mould engineering and project management and more than 15 years' experience in production management and operation. Mr. Zhao joined the Group in December 2011. Save as disclosed above, Mr. Zhao does not hold any directorship in other companies listed on the Stock Exchange in the past three years.

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhao was interested within the meaning of Part XV of the Securities and Futures Ordinance in 11,082,000 Shares. As at the Latest Practicable Date, Mr. Zhao had no relationship with any directors, senior management, substantial shareholders nor controlling shareholders of the Company and has not held any position with any other members of the Company and its subsidiaries.

According to the service agreement dated 1 November 2012 between Mr. Zhao and the Company, Mr. Zhao is entitled to an annual salary and allowances of approximately HK\$1,294,284.12. During the year ended 31 March 2024, Mr. Zhao received a total amount of approximately HK\$2,908,608.00 as bonuses, including discretionary performance bonus which was determined based on his performance during the previous year and with reference to the audited consolidated net profit of the Group for the relevant financial year, both of which were determined by the Board in its absolute discretion. Mr. Zhao's emoluments are determined by the Board with reference to his experience, performance and duties as well as the prevailing market conditions. The service agreement which is without a fixed period commenced from 1 November 2012 and shall continue thereafter until terminated by either Mr. Zhao or the Company giving to the other party not less than three months' written notice without payment of compensation (other than statutory compensation). After his re-election at the Annual General Meeting, he will continue to serve on the Board until he resigns or is removed and he will be subject to retirement by rotation and re-election at the annual general meeting in accordance with the Existing Bye-laws.

The nomination was made by the Board in accordance with the Nomination Policy and taken into account the diversity aspects (including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Board Diversity Policy.

Save as disclosed herein, there is no other information relating to the re-election of Mr. Zhao as an executive Director that is required to be disclosed under of Rule 13.51(2)(h) to (v) of the Listing Rules and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

**DR. LAU KIN WAH**

**Dr. LAU Kin Wah**, MH, JP, aged 64, has been appointed as an independent non-executive Director, a member of each of the audit committee, remuneration committee and nomination committee of the Company with effect from 1 December 2020. Dr. Lau has rich and extensive experience in business operation and management and is the founder, chairman and managing director of Hanville Co. Ltd. He holds a Doctor of Business Administration from Bulacan State University in Philippines and becomes a prominent figure in watch and clock industry. He graduated from the Lee Wai Lee Technical Institute in the 1980s. He was presented with the 20th Anniversary Award for Outstanding Graduate by the VTC in 2002. Also, he was an awardee of the Young Industrialist Awards of Hong Kong in 2004 and conferred the VTC Honorary Fellowship in 2013. On 1 July 2013, he was appointed a justice of the peace.

Dr. Lau is also a Vice-Convenor of The Employees Retraining Board Industry Consultative Networks (Business Services), a Chairman of Education Bureau Curriculum Development Council Ad Hoc Committee on Applied Learning Chinese (for non-Chinese speaking students), a Member of Hong Kong Productivity Council Hong Kong Watch & Clock Technology Centre Management Committee, an Advisor of Hong Kong Brand Development Council and a Specialist of The Hong Kong Council for Accreditation of Academic and Vocational Qualifications (HKCAAVQ). Save as disclosed herein, Dr. Lau does not hold any directorship in other companies listed on the Stock Exchange in the past three years.

So far as the Directors are aware, as at the Latest Practicable Date, Dr. Lau did not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the Shares. As at the Latest Practicable Date, Dr. Lau had no relationship with any directors, senior management, substantial shareholders nor controlling shareholders of the Company. He has not held any other positions with any other members of the Company and its subsidiaries.

Dr. Lau receives a Director's fee of HK\$150,000 per annum which is determined by the Board with reference to his experience, performance and duties. He entered into an appointment letter with the Company for a term of one year with effect from 1 December 2023, subject to extension by mutual agreement and retirement by rotation and re-election at the annual general meeting of the Company as and when required under the Existing Bye-laws.

The nomination was made by the Board in accordance with the Nomination Policy and taken into account the diversity aspects (including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Board Diversity Policy.

Save as disclosed herein, there is no other information relating to the re-election of Dr. Lau as an independent non-executive Director to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

**MR. LAM YIN SHING, DONALD**

**Mr. LAM Yin Shing, Donald** (“**Mr. Lam**”), aged 60, was appointed as an independent non-executive Director and a member of the audit committee of the Company with effect from 1 July 2024. He has extensive experience in banking industry. He has been with Hang Seng Bank Limited (the “**Bank**”) for the past 21 years, lastly as Head of Commercial Banking (Greater China) and a member of the Bank’s Executive Committee before his retirement in January 2024. He planned, directed and managed the Bank’s commercial banking business in the Greater China region as well as the functional departments of global trade and receivable finance, global payment solutions, insurance sales and corporate wealth management. Prior to this, he had been with HSBC Hong Kong for 14 years lastly as Head of Corporate Marketing and Planning for value transformation of the corporate and institutional banking business, before serving briefly as finance director of a HK-listed company for less than 3 years.

He is a certified banker of the Hong Kong Institute of Bankers and a chartered banker of the Chartered Banker Institute, the United Kingdom. He obtained his Bachelor of Social Science (First Class Honor) in Economics and Management Studies from the University of Hong Kong in 1987 and Master of Science in e-Commerce and Master of Business Administration both from The Chinese University of Hong Kong.

Mr. Lam is an active participant in various community services. He served as board member, second vice president, campaign committee chairman and member of Executive Committee of the Community Chest from 2021 to 2022; a member of Chinese People’s Political Consultative Conference of Guangxi Autonomous Region from 2013 to 2022; a member of Chinese People’s Political Consultative Conference of Changsha City from 2008 to 2012; and a member of Disciplinary Committee of the Hong Kong Institute of Certified Public Accountants from 2016 to 2022.

With effect from 19 April 2024, Mr. Lam has been appointed as an executive director of each of Chinney Investments, Limited (“**Chinney**”) (Stock Code: 216) and Hon Kwok Land Investment Company, Limited (“**Hon Kwok**”) (Stock Code: 160). He is primarily responsible for the overall financial management of Chinney and Hon Kwok. Chinney and Hon Kwok are the listed companies in Hong Kong listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). He has also been appointed as an independent non-executive director of

Best Pacific International Holdings Limited (Stock Code: 2111) with effect from 25 June 2024, which is also a company listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Lam has not held any directorship in any other listed companies in the last three years.

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Lam did not have any interest (within the meaning of Part XV of the Securities and Future Ordinance) in the Shares. As at the Latest Practicable Date, Mr. Lam had no relationship with any directors, senior management substantial shareholders nor controlling shareholders of the Company and has not held any other positions with any other members of the Company and its subsidiaries.

Mr. Lam receives a Director's fee of HK\$250,000 per annum which is determined by the Board with reference to his experience, performance and duties. He entered into an appointment letter with the Company for a term of one year with effect from 1 July 2024, subject to extension by mutual agreement and retirement by rotation and re-election at the annual general meeting of the Company as and when required under the Existing Bye-laws.

The nomination was made by the Board in accordance with the Nomination Policy and taken into account the diversity aspects (including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Board Diversity Policy.

Save as disclosed herein, there is no other information relating to the re-election of Mr. Lam as an independent non-executive Director to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

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## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

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*This appendix sets out the Proposed Amendments to the Existing Bye-laws as follows:*

Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
1	-	<u>“electronic communication” — a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium.</u>	To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.
1	-	<u>“Treasury Share(s)” — a share of the Company that was or is treated as having been acquired and held by the Company and has been held continuously by the Company since it was so acquired and has not been cancelled.</u>	To provide the Company with flexibility to hold treasury shares.
2(i)	-	<u>a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice specifying the intention to propose the resolution as an extraordinary resolution, has been duly given;</u>	To be consistent with Paragraph 17 of Appendix A1 to the Listing Rules and the applicable laws of Bermuda.
2	(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given;	<u>(j)</u> a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given;	House-keeping purpose.
2	(j) a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes; and	<u>(k)</u> a special resolution <u>and an extraordinary resolution</u> shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes; and	To be consistent with Paragraph 17 of Appendix A1 to the Listing Rules and the applicable laws of Bermuda.

## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
2	(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.	<del>(k)</del> (l) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.	House-keeping purpose.
2A	–	<u>To the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the shareholders to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable;</u>	To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.
3(2)	Subject to the Act, the Company’s memorandum of association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.	Subject to the Act, the Company’s memorandum of association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase <u>its own shares for cancellation or the power to otherwise acquire its own shares to be as Treasury Shares in accordance with the Statutes</u> shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit. <u>Subject to the Statutes, these Bye-laws, and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any Treasury Shares held by the Company will be at the disposal of the Board, which may elect to hold all or any of the Treasury Shares, dispose of or transfer all or any of the Treasury Shares for cash or other consideration, or cancel all or any of the Treasury Shares.</u>	To provide the Company with flexibility to hold treasury shares.

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## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

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Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
56	Subject to the Companies Act, an annual general meeting of the Company shall be held in each financial year other than the financial year in which its statutory meeting is convened at such time (within six (6) months after the end of the Company's financial year unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) and place as may be determined by the Board.	Subject to the Companies Act, an annual general meeting of the Company shall be held in each financial year other than the financial year in which its statutory meeting is convened at such time (within six (6) months after the end of the Company's financial year unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) and place as may be determined by the Board.	House-keeping purpose.
75(1)	A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting or poll, as the case may be.	A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting or poll, as the case may be.	House-keeping purpose.



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## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

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Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
80(1)	-	<p><u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-laws) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-law or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p>	<p>To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.</p>

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## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

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Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
80	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	<p>(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), <u>or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.</u> No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or <del>on a poll demanded at a meeting or an adjourned</del> postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting <del>in person</del> at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	<p>To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.</p>

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## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

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Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
81	<p>Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>	<p>Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any <u>postponement or adjournment of the meeting as for the meeting to which it relates. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Bye-laws has not been received in accordance with the requirements of these Bye-laws. Subject to aforesaid, if the proxy appointment and any of the information required under these Bye-laws is not received in the manner set out in these Bye-laws, the appointee shall not be entitled to vote in respect of the shares in question.</u></p>	<p>To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.</p>
118	<p>The Board may elect a chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting neither the chairman nor any deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.</p>	<p>The Board may elect a chairman <del>and one or more deputy chairman</del> of its meetings and determine the period for which they are respectively to hold such office. If <u>no chairman or deputy chairman</u> is elected, or if at any meeting <u>neither the no chairman nor any deputy chairman</u> is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.</p>	<p>House-keeping purpose.</p>
127(1)	<p>The officers of the Company shall consist of a president and vice-president or chairman and deputy chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and these Bye-laws.</p>	<p>The officers of the Company shall consist of a president <del>and vice-president</del> or chairman <del>and deputy chairman</del>, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and these Bye-laws.</p>	<p>House-keeping purpose.</p>

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## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

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Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
127(2)	The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a president and a vice-president or a chairman and a deputy chairman; and if more than one (1) Director is proposed for either of these offices, the election to such office shall take place in such manner as the Directors may determine.	The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a president <del>and a vice-president</del> or a chairman <del>and a deputy chairman</del> ; and if more than one (1) Director is proposed for either of these offices, the election to such office shall take place in such manner as the Directors may determine.	House-keeping purpose.
153	Subject to Section 88 of the Act and Bye-law 153A, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.	Subject to Section 88 of the Act and Bye-law 153A, a <del>printed</del> copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.	To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.
153A	To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon.	To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete <del>printed</del> copy of the Company's annual financial statement and the directors' report thereon.	To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.

**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS**

Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
154(3)	Subject to the Act, the Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.	Subject to the Act, the Members may, at any general meeting convened and held in accordance with these Bye-laws, by <u>ordinary extraordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.	To be consistent with Paragraph 17 of Appendix A1 to the Listing Rules and the applicable laws of Bermuda.
157	If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall as soon as practicable convene a special general meeting to fill the vacancy.	<del>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall as soon as practicable convene a special general meeting to fill the vacancy.</del> <u>The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Bye-law may be fixed by the Board. Subject to Bye-law 154(3), an Auditor appointed under this Bye-law shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Bye-law 154(1) at such remuneration to be determined by the Members under Bye-law 156.</u>	To be consistent with Paragraph 17 of Appendix A1 to the Listing Rules and the applicable laws of Bermuda.

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## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

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Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
160	<p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “<b>notice of availability</b>”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>	<p>(1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, without limiting the generality of the foregoing, any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “<b>notice of availability</b>”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders. <u>given or issued by the following means:</u></p>	<p>To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.</p>

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## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

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Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
		<p>(a) <u>by serving it personally or on the relevant person;</u></p> <p>(b) <u>by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</u></p> <p>(c) <u>by delivering or leaving it at such address as aforesaid;</u></p> <p>(d) <u>by placing an advertisement in appointed newspapers (as defined in the Act) or other publication and where applicable, In newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;</u></p> <p>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 160(e), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations (including the rules of the Designated Stock Exchange) from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</u></p> <p>(f) <u>by publishing it on the Company's computer network or website, the website of the Designated Stock Exchange, or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations (including the rules of the Designated Stock Exchange) from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person; and</u></p>	

## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
		<p><u>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations (including the rules of the Designated Stock Exchange).</u></p> <p><u>(2) In the case of joint holders of a share, all Notices shall be given to that one of the joint holders whose name stands first in the Register and Notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</u></p> <p><u>(3) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every Notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</u></p> <p><u>(4) Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him.</u></p> <p><u>(5) Subject to any applicable laws, rules and regulations (including the rules of the Designated Stock Exchange) and the terms of these Bye-laws, any Notice, document or publication, including but not limited to the documents referred to in Bye-laws 153, 153A and 160 may be given in the English language only or in both the English language and the Chinese language.</u></p>	
161(b)	if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;	if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. <del>A notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</del>	To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.



## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
161	-	(c) <u>if published on the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the website of the Designated Stock Exchange;</u>	To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.
161	(c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and	(e)(d)if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and	House-keeping purpose.
161	(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.	(d) <del>may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.</del> (e) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.	House-keeping purpose.
162(1)	Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.	Any Notice or other document delivered or sent by post <u>or by electronic communication</u> to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.	To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.

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## APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

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Bye-law	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
162(2)	A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.	A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, <u>electronic communication</u> , envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.	To reflect the electronic dissemination of corporate communications requirement under Rule 2.07A of the Listing Rules.
164(2)	Subject to the Companies Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be passed by way of a special resolution.	Subject to the <del>Companies</del> Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be passed by way of a special resolution.	House-keeping purpose.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **Karrie International Holdings Limited**

**嘉利國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1050)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Karrie International Holdings Limited (the “**Company**”) will be held at 1st Floor, Grand Ballroom, Castfast Hotel, 12 Castfast Road, Guan Jing Tou, Feng Gang, Dongguan, Guangdong, PRC on Friday, 30 August 2024 at 12:00 noon for the purpose of transacting the following businesses:

#### **AS ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2024.
2. To consider and declare a final dividend for the year ended 31 March 2024.
- 3A. (i) To re-elect Mr. Ho Cheuk Fai as an executive Director;  
  
(ii) To re-elect Mr. Zhao Kai as an executive Director;  
  
(iii) To re-elect Dr. Lau Kin Wah as an independence non-executive Director; and  
  
(iv) To re-elect Mr. Lam Yin Shing, Donald as an independence non-executive Director.
- 3B. To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
4. To re-appoint Messrs. KPMG as the auditors of the Company and authorise the Board to fix their remuneration.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

5A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the **“Shares”**) (including any sale or transfer of treasury shares (**“Treasury Shares”**, which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024) out of treasury) in the capital of the Company and to make or grant offers, agreements and 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 be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (including Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred, whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any issue of shares of the Company on the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time or on the exercise of any options granted under the share option scheme of the Company or an issue of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws (the **“Bye-laws”**) of the Company, shall not exceed 20 per cent of the number of issued Shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear 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 any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5B. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares authorised 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 issued Shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

5C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 5A and 5B of the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares (including a sale or transfer of Treasury Shares, if any) pursuant to the resolution set out in paragraph 5A of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted and issued (including Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred) by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate number of issued Shares of the Company (excluding Treasury Shares, if any) as at the date of passing this resolution.”

As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as a Special Resolution:

### AS SPECIAL RESOLUTION

6. “**THAT:**
- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-laws**”), the details of which are set out in Appendix III to the circular of the Company dated 30 July 2024, be and are hereby approved;
  - (b) the amended and restated Bye-laws (the “**New Bye-laws**”) incorporating and consolidating all the Proposed Amendments as set out in Appendix III to the circular of the Company dated 30 July 2024 in the form of the printed document produced to this meeting and for the purpose of identification signed by the

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## NOTICE OF ANNUAL GENERAL MEETING

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chairman of this meeting, be and is hereby adopted, confirmed and approved as the Bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-laws with immediate effect after the close of this meeting; and

- (c) any Director of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the Proposed Amendments to the Existing Bye-laws and the adoption of the New Bye-laws.”

As at the date of this notice, the executive Directors are Mr. Ho Cheuk Fai, Ms. Chan Ming Mui, Silvia, Mr. Zhao Kai and Mr. Chan Raymond; the independent non-executive Directors are Mr. Fong Hoi Shing, Mr. Yam Chung Shing, Dr. Lau Kin Wah and Mr. Lam Yin Shing, Donald.

By Order of the Board  
**Karrie International Holdings Limited**  
**Ho Cheuk Fai**  
*Chairman*

Hong Kong, 30 July 2024

*Principal place of business in Hong Kong:*

9th Floor, Southeast Industrial Building  
611–619 Castle Peak Road  
Tsuen Wan, New Territories  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A member who is holding two or more shares of the Company is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company. A form of proxy for use at the above meeting is enclosed herewith.
2. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority must be deposited at the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending and voting at the AGM (or any adjournment thereof) in person.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the person whose name stands first in the register of members of the Company in respect of such share, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
4. The register of members of the Company will be closed from Monday, 26 August 2024 to Friday, 30 August 2024 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 23 August 2024.
5. The register of members of the Company will be closed from Thursday, 5 September 2024 to Friday, 6 September 2024 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend for the year ended 31 March 2024, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 4 September 2024.
6. In the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 6:00 a.m. or any time after 6:00 a.m. on Friday, 30 August 2024, the AGM will be adjourned to the same time and place on the first business day after Friday, 30 August 2024.