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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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Karrie International Holdings Limited (the “**Company**”) will be held at Function Room 2, Level 11, Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, Hong Kong on Monday, 21 February 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company (unless otherwise indicated, capitalised terms used in this notice have the same meanings as those defined in the circular of the Company dated 31 January 2022):

ORDINARY RESOLUTION

“THAT:

- (a) the Kar Info International Acquisition and the entering into of the Kar Info International Acquisition Agreement (a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) be and are hereby approved, confirmed and ratified;
- (b) the Acquisition and the entering into of the Acquisition Agreement (a copy of which has been produced to the SGM marked “B” and signed by the chairman of the SGM for the purpose of identification) be and are hereby approved, confirmed and ratified; and

- (c) any one director and/or the company secretary of the Company be and is hereby authorised to perform all such acts, deeds and things and execute all documents as he/she considers necessary or expedient to effect and implement the Kar Info International Acquisition Agreement, the Acquisition Agreement, and the transactions contemplated thereunder with such changes as he/she may in his/her absolute opinion deem necessary, desirable or expedient.”

By order of the Board
Karrie International Holdings Limited
Ho Cheuk Fai
Chairman and Executive Director

Hong Kong, 31 January 2022

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

Notes:

1. Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of 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 shareholder of the Company. A form of proxy for use at the SGM is enclosed herewith.
2. In order 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 such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude any shareholder of the Company from attending and voting at the SGM or any adjourned meeting.
3. Where there are joint holders of any share of the Company 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 other joint holders.
4. The register of members of the Company will be closed from Wednesday, 16 February 2022 to Monday, 21 February 2022 (both days inclusive) during which no transfer of the share(s) (the “**Share(s)**”) in the share capital of the Company will be registered. Shareholders whose names appear on the register of members of the Company at the close of business on Monday, 21 February 2022 will be entitled to attend and vote at the SGM.

5. To safeguard the health and safety of the Shareholders and to prevent the spread of the COVID-19 pandemic, precautionary measures will be implemented at the SGM, including but not limited to:

- compulsory body temperature checks
- compulsory wearing of surgical face masks
- no refreshments or drinks will be served

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the SGM venue.

6. The Company reminds Shareholders that they may appoint the Chairman of the SGM as their proxy to vote on the relevant resolutions at the SGM as an alternative to attending the SGM in person.

7. In the event that a black rainstorm warning or a tropical cyclone warning number 8 or above is hoisted or remains hoisted at 6:00 a.m. on Monday, 21 February 2022, the SGM will be adjourned to the same time and place on the first business day after Monday, 21 February 2022.