
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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**

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, 5 September 2025 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) and the Company (www.karrie.com).

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction	4
2. General Mandates to Issue and to Repurchase Shares	5
3. Proposed Re-election of Directors	6
4. Proposed Amendments to the Existing Bye-laws	7
5. Annual General Meeting and Proxy Arrangement	7
6. Voting by Way of Poll.	8
7. Responsibility Statement	8
8. Additional Information	8
9. Recommendation	9
APPENDIX I — Explanatory Statement on the Repurchase Mandate	I-1
APPENDIX II — Details of the Directors Proposed to be Re-elected at the Annual General Meeting	II-1
APPENDIX III — Proposed Amendments to the Existing Bye-laws	III-1
NOTICE OF ANNUAL GENERAL MEETING	AGM-1

DEFINITIONS

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, 5 September 2025 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, 26 August 2022 and 30 August 2024, 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;

DEFINITIONS

“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”	22 July 2025, being the latest practicable date prior to the publication 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;
“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 Award Plan”	the share award plan adopted by the Company on 30 August 2023;

DEFINITIONS

“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; and
“%”	per cent.



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 & Chief Executive Officer*)
Ms. Chan Ming Mui, Silvia
Mr. Zhao Kai
Mr. Chan Raymond
Mr. Ho Wai Hon, Brian

Independent non-executive Directors:

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

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*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 2025

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

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 30 August 2024, 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 5 September 2025 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) on the date of passing of such resolution (the “**Issuance Mandate**”). As at the Latest Practicable Date, the total number of issued Shares was 2,021,113,200 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 404,222,640 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) on the date of passing of such resolution (the “**Repurchase Mandate**”). As at the Latest Practicable Date, the total number of issued Shares was 2,021,113,200 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 202,111,320 Shares representing 10% of the total number of issued Shares of the Company (excluding Treasury Shares) 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**”).

LETTER FROM THE BOARD

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, Ms. Chan Ming Mui, Silvia, Mr. Chan Raymond and Mr. Fong Hoi Shing 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. Ho Wai Hon, Brian was appointed as an executive Director by the Board with effect from 24 June 2025 to fill a casual vacancy on the Board. In accordance with Bye-law 86(2) of the Bye-laws, Mr. Ho Wai Hon, Brian 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.

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

Reference is made to the announcement of the Company dated 16 July 2025 (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 permit the Company to convene and hold electronic and/or hybrid general meetings of the Shareholders in addition to physical general meetings; (ii) bring the Existing Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and other relevant amendments made to the Listing Rules; and (iii) update, modernise or codify provisions of the Existing Bye-laws to better align with the Listing Rules and applicable laws of Bermuda and make other consequential and housekeeping changes.

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 are not inconsistent with 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.

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.

LETTER FROM THE BOARD

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 at the Annual General Meeting pursuant to Bye-law 66 of the Existing Bye-laws. Separately, holders of Treasury Shares 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.

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.

LETTER FROM THE BOARD

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 2,021,113,200 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 202,111,320 Shares (representing 10% of the total number of issued Shares (excluding Treasury Shares) 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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 2025 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:

Month	Highest HK\$	Lowest HK\$
2024		
July	0.960	0.750
August	0.820	0.690
September	0.800	0.650
October	0.870	0.830
November	0.900	0.750
December	0.840	0.750
2025		
January	0.800	0.750
February	0.950	0.750
March	0.890	0.800
April	0.830	0.610
May	0.780	0.710
June	0.880	0.750
July (up to the Latest Practicable Date)	0.930	0.850

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 and Ms. Ho Po Chu (together the "**Concert Group**") were

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

together beneficially interested in 1,469,768,000 Shares, representing approximately 72.72% of the issued share capital of the Company (excluding Treasury Shares). 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 80.80% of the issued share capital of the Company (excluding Treasury Shares). 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% as required under the Listing Rules. 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:

MS. CHAN MING MUI, SILVIA

Ms. CHAN Ming Mui, Silvia (“**Ms. Chan**”), aged 53, was appointed as an executive Director in November 2010. She is also a member of the remuneration committee and the nomination committee and is the General Manager — Human Resources and Administration of the Group and responsible for the overall operation of human resources, administration and IT department of the Group. Ms. Chan is one of the members of the Executive Committee and Internal Audit Committee of the Group. She is also the director of certain subsidiaries of the Group. Ms. Chan graduated from The City University of Hong Kong majoring in Public Administration and Management. She also holds a Master of Business Administration from Wrexham Glyndwr University in the United Kingdom. She joined the Group in 1996 and has over 25 years’ experience in administration and management. Save as disclosed above, Ms. Chan 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, Ms. Chan was interested within the meaning of Part XV of the SFO in 6,400,000 Shares and 300,000 awarded Shares granted under the Share Award Plan. As at the Latest Practicable Date, Ms. Chan had no relationship with any directors, senior management, substantial shareholders nor controlling shareholders of the Company.

According to the service agreement between Ms. Chan and the Company, Ms. Chan is entitled to an annual salary of HK\$1,016,496. During the year ended 31 March 2025, Ms. Chan receives a total amount of HK\$2,015,008 as bonuses, including a discretionary performance bonus which is based on her 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 are to be determined by the Board at its absolute discretion. Ms. Chan’s emoluments are determined by the Board with reference to her experience, performance and duties as well as the prevailing market conditions. The service agreement which is without a fixed period commenced from 1 November 2010 and shall continue thereafter until terminated by either Ms. Chan or the Company giving to the other party not less than three months’ written notice without payment of compensation (other than statutory compensation). After her re-election at the Annual General Meeting, she will continue to serve on the Board until she resigns or is removed and she will be subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws.

The nomination was made by the Board in accordance with the Nomination Policy, taking 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 Ms. Chan 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.

MR. CHAN RAYMOND

Mr. CHAN Raymond (“**Mr. Chan**”), aged 58, was appointed as an executive Director in June 2016. He is also the Marketing Executive General Manager and a member of the Executive Committee of the Group, responsible for the Group’s marketing and business development. He is also the director of certain subsidiaries of the Group. He joined the Group in 1985 and has over 30 years’ experience in sales and marketing. Save as disclosed above, Mr. Chan has not held any directorship in any listed companies in the last 3 years.

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Chan was interested within the meaning of Part XV of the SFO in 4,452,000 Shares and 300,000 awarded Shares granted under the Share Award Plan. As at the Latest Practicable Date, Mr. Chan had no relationship with any directors, senior management, substantial shareholders nor controlling shareholders of the Company.

According to the service agreement dated 1 June 2016 between Mr. Chan and the Company, Mr. Chan is entitled to an annual salary of HK\$1,152,000. During the year ended 31 March 2025, Mr. Chan received a total amount of HK\$2,146,000 as bonuses, including discretionary performance bonus which was 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 were determined by the Board at its absolute discretion. Mr. Chan’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 June 2016 and shall continue thereafter until terminated by either Mr. Chan 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 reelection at the annual general meeting in accordance with the Bye-laws.

The nomination was made by the Board in accordance with the Nomination Policy, taking 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. Chan 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.

MR. HO WAI HON, BRIAN

Mr. Ho Wai Hon, Brian (“**Mr. Ho**”), aged 35, was appointed as an executive director and the head of finance and accounting department of the Company in June 2025. Mr. Ho graduated with a Bachelor of Science with Honours in Economics from University of York, United Kingdom in July 2011 and obtained a Master of Science (MSc) in Investment Analysis in Aston Business School, United Kingdom in March 2013. Mr. Ho has over ten years of experience in finance, management and the property industry. He started his career as an assistant to the general manager of Karrie Industrial Company Limited, a subsidiary of the Company, from November 2012 to June 2014. He has been an assistant to the chairman of Karrie Industrial Company Limited since July 2014 and head of finance and accounting department of the same company since November 2017. Mr. Ho is the son of Mr. Ho Cheuk Fai, the chairman of the Board and the chief executive officer of the Company. Mr. Ho was appointed as the executive director of KRP Development Holdings Limited (“**KRP**”) in September 2020 (Stock Code: 2421), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He is responsible for overall corporate strategies and planning, business development and corporate relationship functions of KRP. Save as disclosed above, Mr. Ho has not held any directorship in any listed companies in the last 3 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 SFO in 3,098,000 Shares and 200,000 awarded Shares granted under the Share Award Plan. 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 dated 24 June 2025 entered into between Mr. Ho and the Company, Mr. Ho is entitled to an annual salary of HK\$600,000, and a discretionary performance bonus which is 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 to be determined by the Board at its absolute discretion. Mr. Ho's emolument package is determined by the Board on the recommendation of the remuneration committee of the Board with reference to his experience, performance and duties as well as the prevailing market conditions. The service agreement is without a fixed period commencing from 24 June 2025 and shall continue thereafter until and unless otherwise terminated by either Mr. Ho 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 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 bye-laws of the Company.

The nomination was made by the Board in accordance with the Nomination Policy, taking 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. Ho 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.

MR. FONG HOI SHING

Mr. FONG Hoi Shing ("Mr. Fong"), aged 61, was appointed as an independent non-executive Director in December 2004. He is also the chairman of the audit committee and a member of the remuneration committee and the nomination committee. He has extensive experience in accounting, finance and management. He holds a master degree in professional accounting, a postgraduate diploma in corporate administration and a higher diploma in accountancy from The Hong Kong Polytechnic University. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a Chartered Secretary, a Chartered Governance Professional and an associate of the Chartered Governance Institute and the Hong Kong Chartered Governance Institute. Mr. Fong 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. Fong was interested (within the meaning of Part XV of the Securities and Futures Ordinance) in 42,000 Shares. As at the Latest Applicable Date, Mr. Fong had no relationship with any directors, senior management, substantial shareholders nor controlling shareholders of the Company. Mr. Fong does not hold any cross-directorships or have any significant links with other Directors through involvement in other companies or bodies.

Mr. Fong is entitled to a Director's fee of HK\$170,000 per annum which is determined by the Board with reference to his experience, performance and duties. He is appointed for a term of one year and if he is re-elected at the Annual General Meeting, he will hold office until 30 June 2026, 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 Bye-laws.

The nomination was made by the Board in accordance with the Nomination Policy, taking 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. Fong 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.

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

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

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
1	—	<u>"electronic meeting" — a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities;</u>	To enable the Company to hold electronic meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.
1	—	<u>"hybrid meeting" — a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities;</u>	To enable the Company to hold hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.
1	—	<u>"Meeting Location" — has the meaning given to it in Bye-law 64A(1);</u>	To enable the Company to hold hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.
1	—	<u>"physical meeting" — shall mean a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</u>	To enable the Company to hold hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.
1	—	<u>"Principal Meeting Place" — has the meaning given to it in Bye-law 59(2);</u>	To enable the Company to hold hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
2	(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member's election comply with all applicable Statutes, rules and regulations;	expressions referring to "writing" or "printing" shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory <u>visible</u> form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, <u>any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member's election comply with all applicable Statutes, rules and regulations;</u>	House-keeping purpose.
2	(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.	references to a document (including, but without limitation, a resolution in writing) being executed include references to it being executed under hand or under seal or by electronic signature <u>or by electronic communication or by any other method</u> 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.
2B	—	<u>References to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made to all persons present at the meeting, either orally or in writing using electronic facilities.</u>	To enable all members' rights to speak and vote will be maintained in the electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
2C	—	<u>A reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 64E.</u>	To enable the Company to hold electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.
2D	—	<u>References to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.</u>	To enable all members' rights to speak and vote will be maintained in the electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.
2E	—	<u>References to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).</u>	House-keeping purpose.
2F	—	<u>Where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member.</u>	House-keeping purpose.
57	Each general meeting, other than an annual general meeting, shall be called a special general meeting. General meetings may be held in any part of the world as may be determined by the Board.	<u>Each general meeting, other than an annual general meeting, shall be called a special general meeting. General meetings may be held in any part of the world as may be determined by the Board. All general meetings (including an annual general meeting, or any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more Meeting Locations as provided in Bye-law 64A(1), as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</u>	To enable the Company to hold electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
58	The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.	The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held <u>in the form of a physical meeting only and within two (2) months after the deposit of such requisition</u> . If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may <u>convene such physical meeting</u> do so in accordance with the provisions of Section 74(3) of the Act.	House-keeping purpose.
59(2)	The notice shall specify the time and place of the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members, other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.	The notice of general meeting shall specify (a) the time and place <u>date</u> of the meeting, (b) <u>save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Bye-law 64A(1), the principal place of the meeting (the "Principal Meeting Place")</u> , (c) <u>if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting</u> , and (d) particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members, other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.	To enable the Company to hold electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
60A	—	<u>In the case where instruments of proxy are sent out with any notice, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice of the relevant meeting shall not invalidate any resolution passed or any proceeding at any such meeting.</u>	House-keeping purpose.
62	If within fifteen (15) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If at such adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the meeting, the meeting shall be dissolved.	If within fifteen (15) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and <u>(where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Bye-law 57 as the chairman of the meeting (or in default, as the Board) may absolutely determine.</u> If at such adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the meeting, the meeting shall be dissolved.	House-keeping purpose.
63A	—	<u>If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-law 63 above) shall preside as chairman of the general meeting unless and until the original chairman of the general meeting is able to participate in the general meeting using the electronic facility or facilities.</u>	To enable the Company to hold electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
64	<p>The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	<p><u>Subject to Bye-law 64C, the chairman of a general meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the details set out in Bye-law 59(2) the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</u></p>	<p>To enable the Company to hold electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.</p>
64(A)(1) —		<p><u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p>	<p>To enable the Company to hold electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.</p>

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
64(A)(2)	—	<p>All general meetings are subject to the following:</p> <p>(a) <u>where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p>(b) <u>Members present in person or by proxy at a Meeting Location and/or Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p> <p>(c) <u>where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting.</u></p>	To enable the Company to hold electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
		(d) <u>if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Bye-laws concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.</u>	
64B		<u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u>	To enable the Company to hold electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
64C	—	<p><u>If it appears to the chairman of the general meeting that:</u></p> <p>(a) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-law 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></p> <p>(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></p> <p>(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p> <p>(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></p> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Bye-laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>	To expressly empower the chairman of a general meeting to, after the meeting has started, adjourn the meeting at his absolute discretion under certain circumstances.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
64D	—	<p><u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Bye-law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>	<p>To expressly empower the Board and, at any general meeting, the chairman of the meeting to make any arrangement to ensure the security and orderly conduct of a meeting.</p>

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
64E	—	<p>If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-law shall be subject to the following:</p> <p>(a) <u>when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);</u></p> <p>(b) <u>when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;</u></p>	To expressly empower the Board to, before a general meeting is held, postpone the meeting and/or change the place and/or form of the meeting.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
		<p>(c) <u>when a meeting is postponed or changed in accordance with this Bye-law, subject to and without prejudice to Bye-law 64, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-laws not less than 48 hours before the time of the postponed or changed meeting; and</u></p> <p>(d) <u>notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</u></p>	
64F	—	<p><u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-law 64C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p>	To enable the Company to hold electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.
64G	—	<p><u>Without prejudice to other provisions in Bye-law 64, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p>	To enable the Company to hold electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
66	<p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:</p> <p>(a) by the chairman of such meeting; or</p> <p>(b) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p>(c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.</p>	<p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye laws, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, <u>procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine. In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded</u> A resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:</p> <p>(a) by the chairman of such meeting; or</p> <p>(b)(a) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p>	<p>To enable all members' rights to speak and vote will be maintained in the electronic meeting and hybrid meeting as required under Paragraph 14(6) of Appendix A1 to the Listing Rules.</p>

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
	A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.	<p>(e)(b) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or</p> <p>(d)(c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.</p>	
67	Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.	Where a resolution is voted on by a show of hands, Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.	House-keeping purpose.
73	In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.	<u>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Bye-laws or by the Act.</u> In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.	House-keeping purpose.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
79	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.	The instrument appointing a proxy shall be in such form as the Board may determine and in the <u>absence of such determination</u> , shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.	House-keeping purpose.
86(4)	The Members may, at any general meeting convened and held in accordance with these Bye-Laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.	The Members may, at any general meeting convened and held in accordance with these Bye-Laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.	House-keeping purpose.
114	The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.	The Board may meet for the despatch of business, adjourn <u>or postpone</u> and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.	House-keeping purpose.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
115	A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director.	A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. <u>The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or by telephone or in such other manner as the Board may from time to time determine. The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director.</u>	House-keeping purpose.
118	The Board may elect a chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman is elected, or if at any meeting no 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.	The Board may elect a chairman or <u>one or more deputy chairman</u> of its meetings and determine the period for which they are respectively to hold such office. If no chairman <u>or deputy chairman</u> is elected, or if at any meeting <u>neither the 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.	House-keeping purpose.
127(1)	The officers of the Company shall consist of a president or 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.	The officers of the Company shall consist of a president <u>or vice-president</u> or chairman <u>or deputy chairman</u> , 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.	House-keeping purpose.

Byelaw	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 or a 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 <u>or a vice-president</u> or a chairman <u>or a deputy chairman</u> ; 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.
140	The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.	The Board may from time to time <u>declare and</u> pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.	House-keeping purpose.

Byelaw	Before the Proposed Amendments	After the Proposed Amendments	Reasons for the Proposed Amendments
148(2)	—	<p>Notwithstanding any provisions in these Bye-laws, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.</p>	House-keeping purpose.
167	Without prejudice to any other requirements of the Statutes, a special resolution shall be required to alter the provisions of the memorandum of association, to approve any amendment of these Bye-Laws or to change the name of the Company.	Without prejudice to any other requirements of the Statutes, a special resolution shall be required to alter the provisions of the memorandum of association, to approve any amendment of these Bye-Laws slaws or to change the name of the Company.	House-keeping purpose.

NOTICE OF ANNUAL GENERAL MEETING



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, 5 September 2025 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 2025.
2. To consider and declare a final dividend for the year ended 31 March 2025.
- 3A. (i) To re-elect Ms. Chan Ming Mui, Silvia as an executive Director;
(ii) To re-elect Mr. Chan Raymond as an executive Director;
(iii) To re-elect Mr. Ho Wai Hon, Brian as an executive Director; and
(iv) To re-elect Mr. Fong Hoi Shing as an independent 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

NOTICE OF ANNUAL GENERAL MEETING

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) 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, 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) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by 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

NOTICE OF ANNUAL GENERAL MEETING

(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;
- (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) 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 2025, be and are hereby approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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 2025 in the form of the printed document produced to this meeting and for the purpose of identification signed by the chairman of this meeting, be and is hereby adopted, confirmed and approved as the new 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, Mr. Chan Raymond and Mr. Ho Wai Hon, Brian; the independent non-executive Directors are Mr. Fong Hoi 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 2025

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.

NOTICE OF ANNUAL GENERAL MEETING

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.
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, 1 September 2025 to Friday, 5 September 2025 (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, 29 August 2025.
5. The register of members of the Company will be closed from Thursday, 11 September 2025 to Friday, 12 September 2025 (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 2025, 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, 10 September 2025.
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, 5 September 2025, the AGM will be adjourned to the same time and place on the first business day after Friday, 5 September 2025.