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If you have sold or transferred all your shares in Easyknit International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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EASYKNIT INTERNATIONAL HOLDINGS LIMITED

永義國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1218)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 4 to 7 of this circular.

A notice convening the AGM of Easyknit International Holdings Limited to be held at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481–483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Thursday, 21 August 2025 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

If Shareholders are not able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should Shareholders so wish and in such event, the proxy form shall be deemed to be revoked.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

Hong Kong, 22 July 2025

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481–483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Thursday, 21 August 2025 at 10:30 a.m., notice of which is set out on pages AGM-1 to AGM-5 in this circular
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Board Diversity Policy”	the diversity policy adopted by the Board
“Bye-laws”	the bye-laws of the Company, as amended, modified or otherwise supplemented from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Easyknit International Holdings Limited, a company incorporated in Bermuda, the issued Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1218)
“Director(s)”	director(s) of the Company from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	Wednesday, 16 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Nomination Policy for Directors”	the nomination policy for Directors adopted by the Board
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors at the 2025 AGM to exercise all powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of approval of such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option(s)”	share option(s) granted or to be granted to the entitled persons to subscribe for Share(s) under the Share Option Scheme and any other share option scheme(s) of the Company
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to a resolution passed by the Shareholders on 5 July 2012
“Shares Issue Mandate”	the proposed general mandate to be granted to the Directors at the 2025 AGM to exercise all powers of the Company to allot, issue and deal with (including any sale or transfer of treasury shares) new Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of approval of such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“subsidiary(ies)”	subsidiary(ies) for the time being of the Company within the meaning ascribed thereto under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



EASYKNIT INTERNATIONAL HOLDINGS LIMITED

永義國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1218)

Executive Directors:

Ms. Koon Ho Yan Candy

(President and Chief Executive Officer)

Ms. Lui Yuk Chu *(Vice President)*

Independent Non-executive Directors:

Mr. Tsui Chun Kong

Mr. Lau Chak Hang Charles

Mr. Ma Man Yuet

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

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

Block A, 7th Floor

Hong Kong Spinners Building, Phase 6

481-483 Castle Peak Road

Cheung Sha Wan

Kowloon

Hong Kong

22 July 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, among other matters, (a) re-election of retiring Directors; and (b) granting the Directors of the Shares Issue Mandate to issue new Shares and the Repurchase Mandate to repurchase Shares, and extension of the Shares Issue Mandate.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 99 of the Bye-laws, Ms. Koon Ho Yan Candy will retire by rotation at the AGM and, being eligible, has offered herself for re-election at the AGM. Pursuant to bye-law 102(B) of the Bye-laws, Mr. Ma Man Yuet who was appointed by the Board as an independent non-executive Director on 30 December 2024, will hold office only until the AGM and, being eligible, has offered himself for re-election at the AGM.

The Nomination Committee, having reviewed the Board's composition, Ms. Koon Ho Yan Candy and Mr. Ma Man Yuet were nominated to the Board for it to recommend to Shareholders for re-election at the AGM. The retiring Directors had abstained from voting on the resolutions of their respective nominations at the Nomination Committee meeting.

The nominations were made in accordance with the Nomination Policy for Directors and the measurable objectives criteria (including but not limited to gender, age, cultural and educational background, professional experiences, skills, knowledge and length of service) with regard for the benefits of diversity, as set out under the Board Diversity Policy. The Nomination Committee had also taken into account the respective overall contributions (including the attendance of meetings and level of participation and performance on Board) of the re-electing Directors for the Board and Board committee responsibilities and their commitment to their roles. (Information of the Directors' attendance record at the Board/committee/general meetings is disclosed in the 2024/25 annual report of the Company).

Mr. Ma Man Yuet is currently a founder and a director of a food and beverage firm and has extensive experience in management and business development. Being a new member to the Board, he is able to provide valuable perspective and contribution to the Board on matters relating to the implementing marketing strategies and formulating corporate finance strategies, etc. Mr. Ma Man Yuet does not have any executive or management role in the Company nor have been under the employment of any member of the Group. The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 March 2025 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. Ma Man Yuet, remain independent. The Board, with reference to the recommendations of the Nomination Committee and the annual written confirmation of independence from Mr. Ma Man Yuet, considers that Mr. Ma Man Yuet meets the independence criteria set out in Rule 3.13 of the Listing Rules.

With the nomination by the Nomination Committee, the Board recommended the retiring Directors, Ms. Koon Ho Yan Candy and Mr. Ma Man Yuet to stand for re-election as Directors at the AGM. Each of the retiring Directors abstained from voting on the resolutions of the relevant Board meeting on respective propositions of their recommendations for re-election by the Shareholders. Particulars of the re-electing Directors are set out in Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 22 August 2024, the Directors were granted a general mandate to allot and issue new Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the AGM. The Directors propose to seek the approval of the Shareholders at the AGM for the grant of:

- (a) the Shares Issue Mandate to allot, issue and deal with new Shares (including sale or transfer of any treasury shares) not exceeding 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing of relevant resolution set out in Ordinary Resolution No. 4(A) in the Notice of AGM. In respect of such resolution, the Board wishes to state that they have no immediate plans to allot and issue any new Shares pursuant to the general mandate under that ordinary resolution;
- (b) the Repurchase Mandate to repurchase Shares not exceeding 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing of relevant resolution set out in Ordinary Resolution No. 4(B) in the Notice of AGM; and
- (c) subject to passing of ordinary resolutions to grant the Shares Issue Mandate and the Repurchase Mandate, an extension of the Shares Issue Mandate to extend the Shares Issue Mandate by including the total number of Shares repurchased under the Repurchase Mandate.

An explanatory statement 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 resolution concerning the Repurchase Mandate as required by the Listing Rules is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Notice convening of the AGM is set out on pages AGM-1 to AGM-5 of this circular.

ACTION TO BE TAKEN

A form of proxy be used at the AGM is enclosed with this circular. The proxy form can also be downloaded from the website of the Company at www.easyknit.com and the Stock Exchange at www.hkexnews.hk. If you are not able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining entitlement to attend and vote at the AGM (the “**Entitlement to AGM**”), the register of members of the Company (the “**Register of Members**”) will be closed from Monday, 18 August 2025 to Thursday, 21 August 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 15 August 2025. The record date for Entitlement to AGM will be Thursday, 21 August 2025.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATIONS

The Board considers that the ordinary resolutions as set out in the notice of AGM on pages AGM-1 to AGM-5 of this circular are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of all such resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

Yours faithfully,
For and on behalf of the Board
Easyknit International Holdings Limited
Koon Ho Yan Candy
President and Chief Executive Officer

Pursuant to the Listing Rules, the particulars of the retiring Directors proposed to be re-elected at the AGM are set out below:

Ms. Koon Ho Yan Candy, *Executive Director*

Ms. Koon Ho Yan Candy (“**Ms. Koon**”), aged 40, has been appointed as a member of the Remuneration Committee and a member of the Nomination Committee on 30 December 2024. She was re-designated to the president and chief executive officer, and the chairman of the executive committee of the Company on 13 August 2020. She was appointed as an executive Director and authorised representative and a member of the executive committee of the Company in 2010. She is also a director of various subsidiaries of the Group. Ms. Koon obtained a Bachelor of Arts degree in Economics and Politics from the University of Durham, England in 2007. She also received her Bachelor of Laws degree and Legal Practice Course qualification in 2009 from the University of Law, England.

As at the Latest Practicable Date, Ms. Koon was deemed to have an interest in 29,252,480 Shares, representing approximately 39.53% of the issued share capital of the Company: (i) 29,179,480 Shares are beneficially owned by Magical Profits Limited which is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by Delacroix Limited and beneficially owned by The Winterbotham Trust Company Limited as trustee of The Magical 2000 Trust. By virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust, Ms. Koon was interest in these Shares within the meaning of Part XV of the SFO; and (ii) 73,000 Share Options granted to her pursuant to the Share Option Scheme on 30 August 2021 which were fully vested on the date of grant.

Ms. Koon is the daughter of Ms. Lui Yuk Chu, the vice president, an executive Director and also a substantial Shareholder of the Company within the meaning of part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, (i) Ms. Koon has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and any other major appointments and professional qualifications; (ii) she has not held any other positions in the Company and its subsidiaries; (iii) she does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) she does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Koon has entered into an appointment letter dated 17 October 2019 (the “**Appointment Letter**”) with the Company for an unspecified term but she is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws and the Listing Rules. Under the Appointment Letter and subsequent supplemental appointment letter dated 28 June 2023, Ms. Koon is entitled to (i) a monthly remuneration of HK\$165,000 (subject to review at the end of each financial year of the Company) and (ii) a housing allowance of HK\$300,000 per annum which are determined by reference to factors such as salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere within the group and in the market. On 30 August 2021, the Board resolved to grant 73,000 Share Options to Ms. Koon which were fully vested on the date of grant. The total amount of emoluments received by Ms. Koon as an executive Director, the president and chief executive officer of the Company for the year ended 31 March 2025 was HK\$2,311,000.

Save as disclosed above, as at the Latest Practicable Date, there is no information concerning Ms. Koon that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no any other matter that needs to be brought to the attention of the Shareholders in respect of Ms. Koon's re-election.

Mr. Ma Man Yuet, *Independent Non-executive Director*

Mr. Ma Man Yuet ("**Mr. Ma**"), aged 38, has been appointed as an independent non-executive Director on 30 December 2024. Mr. Ma is also a member of the Audit Committee. He is currently a founder and a director of a food and beverage firm, who is principally engaged in product development, implementing marketing strategies and formulating corporate finance strategies, etc. Throughout his career, he has accumulated extensive experience in management, business development and also developed broad business network across the food and beverage and pop cultural industries.

As at the Latest Practicable Date, Mr. Ma did not have any interests or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Ma has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and any other major appointments and professional qualifications; (ii) he has not held any other positions in the Company and its subsidiaries; and (iii) he does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Ma has entered into an appointment letter with the Company for a term of three years and he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws and the Listing Rules. Pursuant to the appointment letter of Mr. Ma, he is entitled to an annual director fee of HK\$155,000 (subject to review at the end of each financial year of the Company) which is determined with reference to his duties as independent non-executive Director. Mr. Ma received HK\$39,100 as aggregate Director's fee for the year ended 31 March 2025.

Save as disclosed above, as at the Latest Practicable Date, there is no information concerning Mr. Ma that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no any other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Ma's re-election.

This appendix contains the information required under the Listing Rules to be included in an explanatory statement for the purposes to provide Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate at the AGM.

1. ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares in issue was 73,988,403 and the Company did not have any treasury shares, and there was a total of 292,000 outstanding Share Option carrying the rights to subscribe for the Shares.

Subject to the passing of the relevant ordinary resolution(s) as set out in the notice of the AGM, assuming no further Shares are/will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to repurchase up to 7,398,840 Shares (representing 10% of the total number of issued Shares (including sale or transfer of any treasury shares) as at the date of passing the Repurchase Mandate resolution) pursuant to the Repurchase Mandate.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

The Company must fund the repurchase entirely from the Company's available cash flow or working capital facilities legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the laws of Bermuda and other applicable laws.

There will not be a material adverse impact on the working capital requirement or gearing level of the Company as compared with the positions disclosed in the audited consolidated financial statements set out in the Company's annual report for the year ended 31 March 2025 in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as could, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level of the Company.

4. STATUS OF REPURCHASED SHARES

Shares repurchased by the Company may be cancelled or held by the Company as treasury shares as determined by the Directors, depending on the 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.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention, in the event that the grant of the Repurchase Mandate is approved by the Shareholders at the AGM, to sell any Shares to the Company under the Repurchase Mandate.

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to sell any Shares held by them to the Company, in the event that the grant of the Repurchase Mandate is approved by the Shareholders at the AGM.

6. DIRECTORS' UNDERTAKING

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Bye-laws and the applicable laws of Bermuda so far as the same may be applicable.

The Directors confirm that the explanatory statement set out in this Appendix II contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

7. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power 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 the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, Ms. Koon Ho Yan Candy (by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust) and Ms. Lui Yuk Chu are beneficially owned 39,109,144 Shares in aggregate representing approximately 52.85% of the total number of issued Shares and their shareholding will be increased to 58.73% of the total number of issued Shares if the Repurchase Mandate is exercised in full.

Save as disclosed herein, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchases pursuant to the Repurchase Mandate.

8. REPURCHASE OF SHARES

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the last twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2024		
July	2.78	2.77
August	2.97	2.97
September	2.31	1.99
October	2.30	1.98
November	2.05	1.90
December	1.90	1.80
2025		
January	1.85	1.65
February	1.60	1.60
March	2.29	1.32
April	2.25	1.80
May	2.27	1.85
June	2.23	2.23
July (up to and including the Latest Practicable Date)	2.10	1.59

NOTICE OF ANNUAL GENERAL MEETING



EASYKNIT INTERNATIONAL HOLDINGS LIMITED

永義國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1218)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of Easyknit International Holdings Limited (the “**Company**”) will be held at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Thursday, 21 August 2025 at 10:30 a.m. for the following purposes:

As ordinary business

1. To receive, consider and adopt the audited consolidated financial statements and the report of the directors and the independent auditor’s report of the Company for the year ended 31 March 2025.
2.
 - (a) To re-elect Ms. Koon Ho Yan Candy as an executive director of the Company.
 - (b) To re-elect Mr. Ma Man Yuet as an independent non-executive director of the Company.
 - (c) To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and authorise the Board to fix its remuneration.

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:

ORDINARY RESOLUTIONS

4. (A) **“THAT:**

- (a) subject to paragraph (c) below and in substitution for all previous authorities given by the Company, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with (including sale or transfer of any treasury shares) additional shares of the Company (the **“Shares”**) and to make or grant offers, agreements, options and other rights, or issue other securities including bonds, debentures and notes convertible into Shares, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements, options and other rights, or issue other securities, which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate number of Shares allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

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

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the laws of Bermuda or the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject in all cases 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 or any recognised regulatory body or any stock exchange in, any territory outside Hong Kong Special Administrative Region of the People’s Republic of China).”

4. (B) **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury share, if any) as at the date of passing of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

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

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

NOTICE OF ANNUAL GENERAL MEETING

4. (C) “**THAT** conditional upon the ordinary resolutions numbered 4(A) and 4(B) set out in the notice of AGM being passed (with or without amendments), the general mandate granted to the Directors of the Company to allot, issue and deal with (including sale or transfer of any treasury shares) additional Shares pursuant to ordinary resolution numbered 4(A) above be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) above, provided that such number of Shares so repurchased shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of this resolution.”

By Order of the Board
Easyknit International Holdings Limited
Koon Ho Yan Candy
President and Chief Executive Officer

Hong Kong, 22 July 2025

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Block A, 7th Floor
Hong Kong Spinners Building, Phase 6
481-483 Castle Peak Road
Cheung Sha Wan
Kowloon
Hong Kong

Notes:

1. A form of proxy for use in connection with the AGM is enclosed.
2. For the purpose of ascertaining entitlement to attend and vote at the AGM (the “**Entitlement to AGM**”), the register of members of the Company (the “**Register of Members**”) will be closed from Monday, 18 August 2025 to Thursday, 21 August 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 15 August 2025. The record date for Entitlement to AGM will be Thursday, 21 August 2025.
3. A member entitled to attend and vote at the AGM by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time for holding the AGM or any adjournment thereof (as the case may be).
5. Where there are joint holders of a Share, any one of such joint holders may vote at the AGM either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of such joint holding.

NOTICE OF ANNUAL GENERAL MEETING

6. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time after 6:00 a.m. on the date of the AGM, the AGM will be postponed and Shareholders will be informed of the date, time and venue of the postponed AGM by a supplementary announcement, posted on the respective website(s) of the Company and The Stock Exchange of Hong Kong Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 6:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Shareholders should decide whether they would attend the AGM under bad weather condition and if they do so, they are advised to exercise care and caution.

7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.