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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of 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 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 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 DIRECTOR, GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

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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 Friday, 26 August 2022 at 10:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

If you 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 Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the form to be returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong (if the form to be returned on or after 15 August 2022) 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 you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish and in such event, the proxy form shall be deemed to be revoked.

#### PRECAUTIONARY MEASURES AT THE AGM

Please see page 1 of this circular for measures being taken at the AGM to prevent and control the spread of 2019 Coronavirus disease ("COVID-19"), which all persons attending the AGM are required to comply, including:

- (1) compulsory temperature checks;
- (2) submission of Health Declaration Form; and
- (3) compulsory wearing of surgical face masks.

Attendees who does not comply with the precautionary measures referred to in (1) to (3) above, at the Company's discretion to the extent permitted by law will be denied entry into and asked to leave the AGM venue. Attendees are encouraged to do a Rapid Antigen Test (the "RAT") for COVID-19 on the date of the AGM before they go to the meeting place of the AGM. If any attendee gets a positive RAT result or suspects himself/herself is infected with COVID-19, he/she should not attend the AGM physically.

For the health and safety of shareholders, the Company encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

Hong Kong, 25 July 2022

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## PRECAUTIONARY MEASURES AT THE ANNUAL GENERAL MEETING

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In view of the ongoing COVID-19 epidemic and in line with the Hong Kong Government's directive on social distancing, personal and environmental hygiene for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be required on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of above 37.5 degree Celsius or is exhibiting flu-like symptoms or is subject to quarantine requirements announced by the Department of Health of Hong Kong will be denied entry into the AGM venue and be requested to leave the AGM venue;
- (ii) Every attendee will be required to submit a completed and signed Health Declaration Form prior to entry into the AGM venue in order to facilitate prompt and smooth processing;
- (iii) All attendees are required to wear surgical face masks at all times at the AGM venue throughout the AGM, and to maintain a safe distance between seats;
- (iv) No corporate gifts will be distributed to AGM attendees; and
- (v) No refreshments and drinks will be served to AGM attendees.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue and require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and in response to the relevant guidelines prescribed by the Hong Kong Government on prevention and control COVID-19 pandemic, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights, and strongly encouraged to appoint the chairman of the AGM as proxy to attend and to vote on the relevant resolutions at the AGM by completing form of proxy in accordance with the instruction printed thereon instead of attending the AGM in person.

The form of proxy is enclosed with this circular. Alternatively, the form of proxy can be downloaded from the "Investor Relation" section of the Company's website at [www.easyknit.com](http://www.easyknit.com). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Subject to the development of the epidemic, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website at [www.easyknit.com](http://www.easyknit.com) for further announcements and updates on the AGM arrangements.

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## DEFINITIONS

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*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 Friday, 26 August 2022 at 10:00 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
“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 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

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## DEFINITIONS

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“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”	a general and unconditional mandate enabling the Directors to repurchase Shares as proposed in the section of “General Mandates to Issue New Shares and Repurchase Shares” under the headed “Letter From the Board”
“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
“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 existing share option scheme adopted by the Company pursuant to a resolution passed by the Shareholders on 5 July 2012
“Shares Issue Mandate”	a general and unconditional mandate enabling the Directors to issue new Shares as proposed in the section of “General Mandates to Issue New Shares and to Repurchase Shares” under the headed “Letter From the Board”
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“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 Code on Takeovers and Mergers of Hong Kong as administered by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Ms. Koon Ho Yan Candy  
*(President and Chief Executive Officer)*  
Ms. Lui Yuk Chu *(Vice President)*  
Mr. Tse Wing Chiu Ricky *(Vice President)*

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Independent Non-executive Directors:*

Mr. Tsui Chun Kong  
Mr. Jong Koon Sang  
Mr. Lau Chak Hang Charles

*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

25 July 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTOR,  
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, inter alia: (a) re-election of retiring Director; 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.

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF RETIRING DIRECTOR

Pursuant to bye-law 99 of the Bye-laws, Ms. Koon Ho Yan Candy will retire from the Board by rotation at the AGM and, being eligible, have offered herself for re-election at the AGM.

The Nomination Committee, having reviewed the Board's composition, Ms. Koon Ho Yan Candy was nominated to the Board for it to recommend to Shareholders for re-election at the AGM.

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 overall contributions of the re-electing Director for the Board and Board committee responsibilities and her commitment to her roles.

With the nomination by the Nomination Committee, the Board recommended the retiring Director, Ms. Koon Ho Yan Candy to stand for re-election as Director at the AGM. Ms. Koon abstained from voting at the relevant Board meeting on proposition of her recommendation for re-election by the Shareholders. Particulars of Ms. Koon are set out in Appendix I to this circular.

### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 20 August 2021, 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 up to a maximum of 20% of number of the Shares in issue 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 issue and allot any new Shares pursuant to the general mandate under that ordinary resolution;
- (b) the Repurchase Mandate to repurchase Shares up to a maximum of 10% of number of the Shares in issue 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 number of Shares repurchased under the Repurchase Mandate.



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## LETTER FROM THE BOARD

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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 of the Annual General Meeting is set out on pages AGM-1 to AGM-5 of this circular.

### **ACTION TO BE TAKEN**

A form of proxy to be used at the AGM is enclosed herewith. 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 Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the form to be returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong (if the form to be returned on or after 15 August 2022) 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.

### **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 re-election of retiring Director, the grant of the Shares Issue Mandate, the grant of the Repurchase Mandate and the extension of Shares Issue Mandate are 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 the relevant resolutions to be proposed at the AGM as set out in the notice of AGM on pages AGM-1 to AGM-5 of this circular.

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## LETTER FROM THE BOARD

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### 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 Director proposed to be re-elected at the AGM are set out below:

**Ms. KOON Ho Yan, Candy**, *President, Chief Executive Officer and Executive Director*

Ms. Koon, aged 37, has been 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 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, Ms. Koon (1) did not hold any other directorship in other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (2) does not have any other relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

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 a subsequent supplemental appointment letter dated 29 June 2022, Ms. Koon is entitled to (i) a monthly remuneration of HK\$150,000 (subject to review at the end of each financial year of the Company) and (ii) a housing allowance of HK\$340,000 per annum which are determined by reference to factors such as salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere

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**APPENDIX I                      PARTICULARS OF RETIRING DIRECTOR PROPOSED  
FOR RE-ELECTION**

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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 paid for the year ended 31 March 2022 to Ms. Koon was HK\$2,200,000.

Save as disclosed above, there is no other information relating to Ms. Koon which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Ms. Koon.

*This appendix contains the information required under Rule 10.06(1)(b) of 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 there was a total of 365,000 outstanding Share Option carrying the rights to subscribe for the Share.

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 Shares in issue 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 2022 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. 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.

**5. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they 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.

**6. 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 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 and 32 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 46,609,144 Shares in aggregate representing approximately 62.99% of the total number of issued Shares and their shareholding will be increased to 69.99% 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.

## REPURCHASE OF SHARES

During the six months preceding the Latest Practicable Date the Company repurchased the following shares on the Stock Exchange:

<b>Date of repurchase</b>	<b>No. of Shares repurchase</b>	<b>Highest price paid per Share</b>	<b>Lowest price paid per Share</b>
		<i>HK\$</i>	<i>HK\$</i>
24 February 2022	20,000	4.00	4.00
1 March 2022	1,000	4.00	4.00
4 March 2022	30,000	4.05	4.05
14 March 2022	170,000	4.05	4.05

Save as disclosed herein, neither the Company nor any of its subsidiaries repurchased any of its Shares in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

## SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the last twelve (12) months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2021</b>		
July	4.20	3.80
August	4.00	3.82
September	4.10	3.70
October	4.00	3.70
November	5.00	3.81
December	4.80	4.40
<b>2022</b>		
January	4.70	4.10
February	4.24	4.00
March	4.30	4.00
April	4.00	3.69
May	3.70	3.50
June	4.48	3.51
July (up to and including the Latest Practicable Date)	4.18	4.00



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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

#### 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 Friday, 26 August 2022 at 10:00 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 2022.
2. (a) To re-elect Ms. Koon Ho Yan Candy as an executive director of the Company.  
  
(b) 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 independent auditor of the Company and authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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As special business

To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

4A. **“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 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 Shares in issue 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the laws of Bermuda or the Bye-laws 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).”

4B. **“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 Shares in issue 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;
- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

4C. “**THAT** conditional upon the ordinary resolution designated “4A” and “4B” set out in the notice of general meeting being passed (with or without amendments), the general mandate granted to the Directors of the Company to issue, allot and deal with any additional Shares pursuant to ordinary resolution designated “4A” 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 designated “4B” above, provided that such number of Shares so repurchased shall not exceed 10% of the total number of Shares in issue 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, 25 July 2022

*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 Tuesday, 23 August 2022 to Friday, 26 August 2022, 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 Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the transfer to be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong (if the transfer to be lodged on or after 15 August 2022) for registration no later than 4:30 p.m. on Monday, 22 August 2022. The record date for Entitlement to AGM will be Friday, 26 August 2022.
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 Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the form to be returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong (if the form to be returned on or after 15 August 2022), not less than 48 hours before the time for holding the AGM or any adjournment thereof (as the case may be).

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## NOTICE OF ANNUAL GENERAL MEETING

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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.
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 notice, posted on the respective website(s) of the Company and The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

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. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the websites of the Company at [www.easyknit.com](http://www.easyknit.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for future announcements and updates on the AGM arrangements.

While the Company proposes and endeavours to implement a number of measures to safeguard the health and safety of the attendees (see “Precautionary Measures at the Annual General Meeting” on page 1 of the Circular), no obligation or liability whatsoever will be assumed by the Company in connection with the successful implementation or otherwise of any or all of those measures.