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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, registered institution in securities, 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, 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**

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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, 22 August 2024 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 Secretaries 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, 23 July 2024

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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 Thursday, 22 August 2024 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
“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”	16 July 2024, 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 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.



**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. Jong Koon Sang

Mr. Lau Chak Hang Charles

*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

23 July 2024

*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, inter alia: (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.

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 99 of the Bye-laws, Mr. Jong Koon Sang and Mr. Lau Chak Hang Charles will retire by rotation at the AGM and, being eligible, have offered themselves for re-election at the AGM.

The Nomination Committee, having reviewed the Board's composition, Mr. Jong Koon Sang and Mr. Lau Chak Hang Charles 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; and the factors in connection with their independence as set out in Rule 3.13 of the Listing Rules and their respective confirmation that each of them meets these independence criteria. (Information of the Directors' attendance record at the Board/committee/general meetings is disclosed in the 2023/24 annual report of the Company).

Mr. Jong Koon Sang who has been serving the Board for over nine years, his further appointment as an independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders pursuant to Corporate Governance Code under Appendix C1 to the Listing Rules. Mr. Jong has provided to the Company his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. He has not involved in any daily operation and management of the Group. During his tenure, he has given valuable independent guidance and advice to the Company through active participation as a member in meetings of the Board and the Board committees of the Company. As disclosed in his biographical details contained in Appendix I to this circular, he is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of International Accountants, England; a fellow member of the Chartered Management Institute, England; a fellow member of The Taxation Institute of Hong Kong; the accountant ambassador of The Hong Kong Institute of Certified Public Accountants; and Honorary Vice President of Accounting Student Society of Hong Kong University of Science and Technology. Since 2014, he has been elected as director and council member of the Association of International Accountants, England. Based on the criteria under Rule 3.13 of the Listing Rules and his professional qualifications and experience, Mr. Jong has the expertise, integrity and independence to continue to act as an independent non-executive Director and to discharge related duties in providing guidance and advice on the affairs of the Company, with independent judgement and from balanced and objective view, and for safeguarding the interests of the Company and the Shareholders as a whole, despite the length of his service with the Company.

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## LETTER FROM THE BOARD

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With the nomination by the Nomination Committee, the Board recommended the retiring Directors, Mr. Jong Koon Sang and Mr. Lau Chak Hang Charles 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.

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

At the last annual general meeting of the Company held on 23 August 2023, 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.

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](http://www.easyknit.com) and the Stock Exchange at [www.hkexnews.hk](http://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



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## LETTER FROM THE BOARD

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Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries 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.

### 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*

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## APPENDIX I      PARTICULARS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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

**Mr. Jong Koon Sang**, *Independent Non-executive Director*

Mr. Jong Koon Sang, aged 75, has been an independent non-executive director since 2005. He is also a member and chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee of the Company. Currently, Mr. Jong is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of International Accountants, England; a fellow member of the Chartered Management Institute, England; a fellow member of The Taxation Institute of Hong Kong; the accountant ambassador of The Hong Kong Institute of Certified Public Accountants; and Honorary Vice President of Accounting Student Society of Hong Kong University of Science and Technology. Since 2014, he has been elected as director and council member of the Association of International Accountants, England. In the years of 2011 and 2012, Mr. Jong was the President of The Association of International Accountants, Hong Kong Branch. From 2010 to 2020, he was a member of the Regional Advisory Committee of the Hong Kong Hospital Authority. In 2019, Mr. Jong was appointed as the alternative structured manager of Shek Lei Catholic Primary School and Nam Wah Catholic Secondary School. Mr. Jong was appointed by the foregoing schools in May and June 2020 respectively as School Sponsoring Body Manager of the Incorporated Management Committee commenced from 1 September 2020 to 31 August 2023. He has also been appointed as a Sponsoring Body Manager of Shung Tak Catholic English College for his tenure of office from 1 September 2021 to 31 August 2024. Mr. Jong has over 40 years of management experience in the financial, industrial and property business.

As at the Latest Practicable Date, Mr. Jong 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, Mr. Jong (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; (2) does not have any other relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company; and (3) does not hold any other positions with the Company or any member of the Group.

Mr. Jong has served on the Board as an independent non-executive Director for more than nine years. Please refer to the section headed “Proposed Re-election of Retiring Directors” under the preceding Letter from the Board for relevant factors of considering that Mr. Jong is independent.

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## APPENDIX I      PARTICULARS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Under his supplemental appointment, Mr. Jong has been appointed as an independent non-executive Director for a period of three years expiring on 31 March 2025 and 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. Mr. Jong 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. Jong received HK\$155,000 as aggregate Director's fee for the year ended 31 March 2024.

Save as disclosed above, there is no other information relating to Mr. Jong 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 Mr. Jong.

### **Mr. Lau Chak Hang Charles, *Independent Non-executive Director***

Mr. Lau Chak Hang Charles, aged 37, has been an independent non-executive Director, the chairman and a member of the Nomination Committee, and a member of the Audit committee and the remuneration committee of the Company since 2020. Mr. Lau holds a Bachelor's Degree in Engineering from the Chinese University of Hong Kong. He is currently an executive director at Frost & Sullivan Limited, a multinational management consulting firm principally engaged in market research and growth consulting service, corporate strategic and operational advisory service, etc. Client coverage of such company spans across different continents and wide spectrum of industries. Mr. Lau has extensive experience in the financial industry.

As at the Latest Practicable Date, Mr. Lau 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, Mr. Lau (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; (2) does not have any other relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company; and (3) does not hold any other positions with the Company or any member of the Group.

Under his supplemental appointment, Mr. Lau has been appointed as an independent non-executive Director for a period of three years expiring on 31 March 2026 and 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. Mr. Lau is entitled to an annual director fee

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

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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. Lau received HK\$155,000 as aggregate Director's fee for the year ended 31 March 2024.

Save as disclosed above, there is no other information relating to Mr. Lau 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 Mr. Lau.

*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 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 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 2024 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 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.

**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.

**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>2023</b>		
July	5.10	4.32
August	4.60	3.82
September	4.00	4.00
October	4.00	3.90
November	3.97	3.60
December	3.60	3.20
<b>2024</b>		
January	3.22	2.95
February	3.10	3.00
March	3.05	2.80
April	2.90	2.80
May	2.90	2.50
June	2.90	2.90
July (up to and including the Latest Practicable Date)	2.90	2.78

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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 Thursday, 22 August 2024 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 2024.
2.
  - (a) To re-elect Mr. Jong Koon Sang as an independent non-executive director of the Company.
  - (b) To re-elect Mr. Lau Chak Hang Charles 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 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, 23 July 2024

*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, 19 August 2024 to Thursday, 22 August 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 16 August 2024. The record date for Entitlement to AGM will be Thursday, 22 August 2024.
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 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).

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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 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.