

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**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.

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

---



## 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 notice convening the AGM of the Company 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, 20 August 2021 at 9:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

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 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 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 to aim to prevent and control the spreading of 2019 Coronavirus disease ("COVID-19") at the AGM, including:

- (1) compulsory temperature checks;
- (2) submission of Health Declaration Form;
- (3) compulsory wearing of surgical face masks;
- (4) no provision of corporate gifts; and
- (5) no provision of refreshments and drinks

**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. The Company requires attendees to wear surgical face masks and reminds Shareholders that they may appoint 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, 20 July 2021

---

## CONTENTS

---

	<i>Page</i>
<b>PRECAUTIONARY MEASURES AT THE ANNUAL GENERAL MEETING . . . . .</b>	1
<b>DEFINITIONS . . . . .</b>	2
<b>LETTER FROM THE BOARD . . . . .</b>	5
<b>APPENDIX I — PARTICULARS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION . . . . .</b>	9
<b>APPENDIX II — EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE . . . . .</b>	13
<b>NOTICE OF ANNUAL GENERAL MEETING . . . . .</b>	AGM-1

---

## PRECAUTIONARY MEASURES AT THE ANNUAL GENERAL MEETING

---

In view of the ongoing COVID-19 epidemic and recent guidelines or regulations 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 attendee at the entrance of the AGM venue. Any person with a body temperature of above the reference range quoted by the Department of Health of Hong Kong 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) The Company requires attendees 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.
- (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 consistent with the recent COVID-19 epidemic or regulations for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM 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.

---

## 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 Friday, 20 August 2021 at 9:00 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 Board
“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”	13 July 2021, 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 Board
“Nomination Policy for Directors”	the nomination policy for Directors adopted by the Board
“Remuneration Committee”	the remuneration committee of the Board
“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

---

## DEFINITIONS

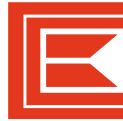
---

“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 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.

---

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)*  
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

20 July 2021

*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.

---

## LETTER FROM THE BOARD

---

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 99 of the Bye-laws, Mr. Tse Wing Chiu Ricky and Mr. Jong Koon Sang will retire by rotation at the AGM and, being eligible, have offered themselves for re-election at the AGM. Pursuant to bye-law 102(B) of the Bye-laws, Mr. Lau Chak Hang Charles who was appointed by the Board as an independent non-executive Director on 6 August 2020, 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, Mr. Tse Wing Chiu Ricky, 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 abstained from voting on 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 of the re-electing Directors for the Board and Board committee responsibilities and their commitment to their roles.

Mr. Jong Koon Sang who has been serving the Board for over nine (9) 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 14 to the Listing Rules. Mr. Jong Koon Sang continuously meeting the independence guidelines set out in Rule 3.13 of the Listing Rules and has not involved in any daily operation and management of the Group. Throughout the directorship of Mr. Jong Koon Sang with the Company, he has given independent advice and exercise independent judgment to the Company leveraging on his expertise, experience and skills from his diversified background and professional experience in the aspect of accounting, financial management and corporate management through his participation in discussion at board and various committee meetings. Having considered his confirmation of independence, the Board believes that Mr. Jong will continue to provide an independent, balanced and objective view to the affairs of the Company and will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. 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 and a fellow member of The Taxation Institute of Hong Kong. He has over 40 years of management experience in the financial, industrial and property business. Mr. Lau Chak Hang Charles is currently a consulting director at a multinational management consulting firm and has extensive experience in the financial industry. Being a new member to the Board, he is able to provide valuable perspective and contribution to the Board on matters relating to market research, finance and corporate strategy. Both Mr. Jong and Mr. Lau do not have any



---

## LETTER FROM THE BOARD

---

executive or management role in the Company nor have been under the employment of any member of the Group. The Board is of the view that Mr. Jong and Mr. Lau have satisfied the criteria for independence set out in rule 3.13 of the Listing Rules.

With the nomination by the Nomination Committee, the Board recommended the retiring Directors, Mr. Tse Wing Chiu Ricky, 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 at 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 6 August 2020, 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 of the Annual General Meeting is set out on pages AGM-1 to AGM-5 of this circular.

---

## LETTER FROM THE BOARD

---

### **ACTION TO BE TAKEN**

A form of proxy 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 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 Directors consider that the re-election of retiring Directors, 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.

### **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*

---

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

---

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

**Mr. TSE Wing Chiu Ricky**, *Vice President and Executive Director*

Mr. Tse, aged 63, has been re-designated to the vice president and an executive Director, and a member of the executive committee of the Company on 13 August 2020. He is also an authorised representative of the Company and a member of Remuneration Committee and Nomination Committee. Mr. Tse is also a director of various subsidiaries of the Group. Mr. Tse obtained a Master's Degree in Business Administration from Adam Smith University of America in the United States in 1996. He has more than 30 years of experience in garment manufacturing and merchandising. Mr. Tse was appointed to the Board as an executive Director and vice president of the Company in 2005, and was subsequently re-designated from vice president to president of the Company and appointed as chief executive officer of the Company in 2006. In 2007, Mr. Tse was re-designated from an executive Director to a non-executive Director and resigned as president and chief executive officer of the Company. In 2017, Mr. Tse was re-designated from a non-executive Director to an executive Director, and appointed as the president and chief executive officer of the Company.

As at the Latest Practicable Date, Mr. Tse 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. Tse (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.

Mr. Tse has entered into an appointment letter with the Company for an unspecified term but 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. Under the appointment letter, Mr. Tse is entitled to a monthly remuneration of HK\$125,000 (subject to review at the end of each financial year of the Company) 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.

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

---

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

---

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

Mr. Jong, aged 72, has been an independent non-executive Director since 2005. He is also a member and the chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee. 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. 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 entered into an appointment letter with the Company for a term of three (3) 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 and supplemental appointment letter, 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.

---

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

---

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, aged 34, 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 since 6 August 2020. Mr. Lau holds a Bachelor's Degree in Engineering from The Chinese University of Hong Kong. He is currently a consulting 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 over 7 years of 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 position with the Company or any member of the Group.

Mr. Lau entered into an appointment letter with the Company for a term of three (3) 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 and supplemental appointment letter, Mr. Lau 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.

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.

---

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

---

**DIRECTORS' EMOLUMENTS**

Details of emoluments for the year ended 31 March 2021 to the retiring Directors proposed to be re-elected are set out in the table below:

<b>Name</b>	<b>Fees</b>	<b>Salaries and other benefits</b>	<b>Retirement benefits scheme contributions</b>	<b>Total</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Tse Wing Chiu Ricky	—	1,500	18	1,518
Jong Koon Sang	150	—	—	150
Lau Chak Hang Charles	98	—	—	98

*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. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 82,200,403 and there was no outstanding Share Option or options carrying the rights to subscribe for any 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 8,220,040 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 2021 in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, 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 and to the best of knowledge and belief of the Directors, the following persons were directly or indirectly had an interest in 5% or more of the nominal value of the Shares that carry a right to vote in all circumstances at general meetings of the Company:

Name of Shareholder	Notes	Number of Shares	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised
Magical Profits Limited	<i>i</i>	29,179,480	35.49%	39.44%
Accumulate More Profits Limited	<i>i</i>	29,179,480	35.49%	39.44%
The Winterbotham Trust Company Limited	<i>i</i>	29,179,480	35.49%	39.44%
Winterbotham Holdings Limited	<i>i</i>	29,179,480	35.49%	39.44%
Mr. Christopher Geoffrey Douglas Hooper	<i>i</i>	29,179,480	35.49%	39.44%
Ms. Koon Ho Yan Candy	<i>i</i>	29,179,480	35.49%	39.44%
Sea Rejoice Limited	<i>ii</i>	17,429,664	21.20%	23.56%
Ms. Lui Yuk Chu	<i>ii</i>	17,429,664	21.20%	23.56%
Mr. Koon Wing Yee	<i>ii</i>	17,429,664	21.20%	23.56%

*Notes:*

- (i) 29,179,480 Shares are registered in the name of and 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 (the beneficiaries of which include Ms. Koon Ho Yan Candy, an executive Director). The Winterbotham Trust Company Limited is owned as to 75% by Winterbotham Holdings Limited. Winterbotham Holdings Limited is owned as to approximately 99.99% by Mr. Christopher Geoffrey Douglas Hooper.
- (ii) 17,429,664 Shares are owned by Sea Rejoice Limited which is wholly-owned by Ms. Lui Yuk Chu, an executive Director. Mr. Koon Wing Yee, being the spouse of Ms. Lui Yuk Chu, is deemed to be interested in 17,429,664 Shares for the purposes of the SFO.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the attributable shareholding of the above Shareholders would be increased to approximately the respective percentages shown in the last column above.

Save as aforesaid, the Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under 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>
5 March 2021	3,944,000	4.00	3.98
12 March 2021	5,002,000	4.18	4.15
15 March 2021	174,000	4.21	4.20

Save as disclosed herein, neither the Company nor any of its subsidiaries repurchased any its securities 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:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2020</b>		
July	2.80	2.39
August	2.79	2.52
September	2.68	2.51
October	2.62	2.51
November	3.40	2.50
December	3.73	3.30
<b>2021</b>		
January	3.60	3.50
February	4.00	3.34
March	4.39	3.60
April	4.49	4.00
May	4.40	3.79
June	4.50	4.25
July (up to and including the Latest Practicable Date)	4.20	4.20

---

## 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 of Easyknit International Holdings Limited (the “**Company**” and “**AGM**”, respectively) 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, 20 August 2021 at 9:00 a.m. for the following purposes:

As ordinary business

1. To receive, consider and adopt the audited financial statements and the reports of the directors and the independent auditors of the Company for the year ended 31 March 2021.
2.
  - (a) To re-elect Mr. Tse Wing Chiu Ricky as an executive director of the Company.
  - (b) To re-elect Mr. Jong Koon Sang as an independent non-executive director of the Company.
  - (c) To re-elect Mr. Lau Chak Hang Charles as an independent non-executive director of the Company.
  - (d) 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.

---

## 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

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

---

## 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 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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(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, 20 July 2021

*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, 17 August 2021 to Friday, 20 August 2021, 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 for registration no later than 4:30 p.m. on Monday, 16 August 2021. The record date for Entitlement to AGM will be Friday, 20 August 2021.
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, not less than 48 hours before the time for holding the AGM or any adjournment thereof (as the case may be).

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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.