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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Easyknit International Holdings Limited (永義國際集團有限公司) (“**Easyknit**”) 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 28 February 2019 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed with or without amendment as an ordinary resolution of Easyknit:–

ORDINARY RESOLUTIONS

“THAT:

- (a) the disposal by the Easyknit Group of the Easyknit Sale Company and related Shareholder Loan at the Easyknit Sale Consideration on the terms of the Easyknit Sale Agreement (a copy of which has been produced to the Easyknit SGM marked “A” and signed by the Chairman by way of identification) be and are hereby approved and ratified; and
- (b) the acquisition of the Eminence Sale Company and related Shareholder Loan at the Eminence Sale Consideration on the terms of the Eminence Sale Agreement (a copy of which has been produced to the Easyknit SGM marked “B” and signed by the Chairman by way of identification) be and are hereby approved and ratified; and
- (c) the Easyknit Directors be and are hereby authorised for and on behalf of Easyknit and in its name to execute all such documents, instruments and agreements and do all such acts, matters and things as they may in their absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with executing, implementing, completing and giving effect to the Easyknit Sale Agreement and the Eminence Sale Agreement and the transactions contemplated thereunder, including but not limited to the deed of set off, and to agree to such variations of the terms of the Easyknit Sale Agreement and the Eminence Sale Agreement as they may in their absolute discretion consider necessary or desirable.”

* For identification purposes only

Terms defined in the circular of the Company to its shareholders issued jointly with Eminence Enterprise Limited dated 12 February 2019 are used in this resolutions with those defined meanings.

By Order of the Easyknit Board
Easyknit International Holdings Limited
Tse Wing Chiu Ricky
President and Executive Officer

Hong Kong, 12 February 2019

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

Block A, 7th Floor
Hong Kong Spinners Building, Phase 6
481-483 Castle Peak Road
Cheung Sha Wan, Kowloon
Hong Kong

Notes:

1. A white form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of Easyknit entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of Easyknit.
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 notarially certified copy of such power of attorney or authority, must be deposited at Easyknit's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
5. Completion and return of the form of proxy will not preclude a shareholder of Easyknit from attending and voting in person at the meeting and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of Easyknit, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of Easyknit in respect of the joint holding.

7. For the purpose of determining shareholders' eligibility to attend and vote at the meeting, the register of members will be closed from 22 February 2019 to 28 February 2019, both days inclusive, during which period, no transfers of shares in Easyknit will be registered. In order for the holders to qualify to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with Easyknit's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 21 February 2019.

8. The board of directors of Easyknit comprises Mr. Tse Wing Chiu Ricky, Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy as executive directors; and Mr. Tsui Chun Kong, Mr. Jong Koon Sang and Mr. Hon Tam Chun as independent non-executive directors.