
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 stockbroker or other registered dealer 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 together with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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)****RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND
BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting 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 Monday, 7 August 2017 at 9:00 a.m. is set out on pages N-1 to N-4 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

* for identification purposes only

Hong Kong, 29 June 2017

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DEFINITIONS

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

“2016 AGM”	the annual general meeting of the Company held on 24 August 2016
“2017 AGM”	the annual general meeting 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 Monday, 7 August 2017 at 9:00 a.m., notice of which is set out on pages N-1 to N-4 of this circular
“Board”	board of Directors
“Bye-Laws”	bye-laws of the Company, as amended from time to time
“Company”	Easyknit International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Eminence”	Eminence Enterprise Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 616)
“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”	22 June 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of par value HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	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:

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

Independent Non-executive Directors:

Mr. Tsui Chun Kong
Mr. Jong Koon Sang
Mr. Hon Tam Chun

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

29 June 2017

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND
BUY BACK SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the 2017 AGM, and information on matters to be dealt with at the 2017 AGM, inter alia, (i) re-election of retiring Directors at the 2017 AGM; (ii) grant of a general mandate to issue Shares; and (iii) grant of a general mandate to buy back Shares.

* for identification purposes only

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 99, Ms. Lui Yuk Chu and Mr. Tsui Chun Kong will retire from office by rotation at the 2017 AGM and being eligible, have offered themselves for re-election.

Any Shareholder who wishes to nominate a person to stand for election as a Director at the 2017 AGM must lodge with the Company at its head office at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong or at its Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong within the period from Friday, 30 June 2017 to Thursday, 6 July 2017 (both days inclusive), (i) his notice of intention to propose such person for election ("**nominated candidate**"), (ii) a notice executed by the nominated candidate of his willingness to be appointed as director and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

The resolution in relation to the proposed re-election of the retiring Directors will be put forward at the 2017 AGM as separate ordinary resolutions.

Biographical details of the retiring Directors to be re-elected at the 2017 AGM are set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the 2016 AGM, an ordinary resolution was passed to grant a general mandate to the Directors to issue Shares. As at the Latest Practicable Date, this general mandate has not been utilized and will lapse at the conclusion of the 2017 AGM. At the 2017 AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to allot, issue and deal with additional Shares up to a maximum of 20% of the total number of Shares in issue at the date of passing of the resolution ("**Issue Mandate**"). On the basis that no further Shares are issued or bought back by the Company after the Latest Practicable Date and prior to the date of the 2017 AGM and subject to the passing of the resolution for the Issue Mandate at the 2017 AGM, the Company will be allowed to allot, issue and deal with a maximum of 15,884,080 Shares. In addition, if the resolution to authorise the buy back of Shares is passed, an ordinary resolution will be proposed at the 2017 AGM to authorise the Directors to allot and issue further Shares up to an amount equal to the total number of Shares purchased under the authority to buy back.

The Directors have no present intention to issue or allot any new Shares.

LETTER FROM THE BOARD

GENERAL MANDATE TO BUY BACK SHARES

At the 2016 AGM, an ordinary resolution was passed to grant a general mandate to the Directors to buy back Shares. As at the Latest Practicable Date, this general mandate has not been utilized and will lapse at the conclusion of the 2017 AGM. At the 2017 AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to buy back Shares up to a maximum of 10% of the total number of Shares in issue at the date of passing of the resolution (“**Buy-back Mandate**”). On the basis that no further shares are issued or bought back by the Company after the Latest Practicable Date and prior to the 2017 AGM and subject to the passing of the resolution for the Buy-back Mandate at the 2017 AGM, the Company will be allowed to buy back with a maximum of 7,942,040 Shares. The Company’s authority is restricted to buy back made on the Stock Exchange and otherwise in accordance with the Listing Rules.

The Directors have no present intention to buy back any Shares.

The Buy-back Mandate and the Issue Mandate, if passed, would continue in force until the conclusion of the next annual general meeting of the Company or until the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law to be held or until revoked, renewed or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, whichever occurs first.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Buy-back Mandate, is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the ordinary resolution to approve the Buy-back Mandate at the 2017 AGM.

ANNUAL GENERAL MEETING

Notice of the 2017 AGM is set out on pages N-1 to N-4 of this circular. Proxy form for use at the 2017 AGM is enclosed. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form 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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2017 AGM or any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the 2017 AGM, his proxy form will be deemed to have been revoked.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll save for purely procedural or administrative matters. The chairman of the 2017 AGM will therefore exercise his power under Bye-Law 70 of the Company's bye-law to put each of the resolutions to be proposed at the 2017 AGM to the vote by way of poll.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by a proxy shall have one vote for each Share registered in his/her name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

After the conclusion of the 2017 AGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.easyknit.com).

RESPONSIBILITY OF THE DIRECTORS

This circular for which the Directors collectively and individually accept full responsibility includes particular given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the re-election of Directors and the granting of the Issue Mandate and the Buy-back Mandate are in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2017 AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text shall prevail over the Chinese text in this circular.

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

The following are the particulars of the Directors standing for re-election at the 2017 AGM:

Ms. Lui Yuk Chu (“Ms. Lui”)

Ms. Lui, aged 59, is a co-founder of the Group, an executive director and vice president of the Company and a member of the Executive Committee. She is also an executive director and deputy chairman, and a member of the Executive Committee of Eminence. Ms. Lui has been involved in the textiles industry for over 30 years and has extensive experience in design, manufacturing, marketing and distribution of apparel. She serves as a director of various subsidiaries of the Company and Eminence. Ms. Lui was appointed to the Board as an executive Director in 1994. In 2006, Ms. Lui was appointed as vice president. Ms. Lui is the wife of Mr. Koon Wing Yee, the co-founder of the Group and substantial shareholder of the Company. She is also the mother of Ms. Koon Ho Yan Candy, an executive Director of the Company.

Pursuant to the service contract entered into between the Company and Ms. Lui, she is entitled to an emolument of HK\$4,038,000 per annum and bonus at the discretion of the Board and the remuneration committee of the Company with reference to the Company’s performance and the prevailing practice in the industry. The terms of Ms. Lui’s appointment is subject to the retirement by rotation and re-election at any subsequent annual general meeting of the Company in accordance with the provisions of the Bye-Laws.

As at the Latest Practicable Date, Ms. Lui was deemed to have an interest in 46,609,144 Shares, representing approximately 58.69% of the issued share capital of the Company, within the meaning of Part XV of the SFO. Out of 46,609,144 Shares, 17,429,664 Shares which represents approximately 21.95% of the issued shares of the Company were beneficially owned by Sea Rejoice Limited which is wholly-owned by Ms. Lui. The remaining 29,179,480 Shares, representing approximately 36.74% of the issued shares of the Company, held 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 the trustee of The Magical 2000 Trust (the beneficiaries of which include Ms. Lui and her family members other than her spouse). Ms. Lui is also a director of Sea Rejoice Limited and Magical Profits Limited, which are substantial shareholders of the Company within the meaning of Part XV of the SFO.

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

Save as disclosed above, there is no information concerning Ms. Lui that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Tsui Chun Kong (“Mr. Tsui”)

Mr. Tsui, aged 66, is an independent non-executive Director of the Company since 2004. He is also a member and chairman of the Audit Committee, a member of the Remuneration Committee and Nomination Committee. He obtained a Master’s Degree in Business Administration from the Oklahoma City University in the United States in 1991 and is a fellow member of both The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. Mr. Tsui has over 40 years of experience in the public accounting profession and the commercial sector, especially the travel industry. He has experience in the preparation for the listing of shares on the Stock Exchange and worked for a few listed companies. Mr. Tsui is now practising as a public accountant under his own name.

There is a service contract between the Company and Mr. Tsui for a term of 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. The director’s emoluments of Mr. Tsui are fixed at HK\$140,000 per annum. Mr. Tsui is not entitled to any bonus payments (whether fixed or discretionary in nature). His director’s emoluments are to be determined by the Board after the recommendation from the Remuneration Committee pursuant to the authority to be sought from the Shareholders at the 2017 AGM by reference to his time commitment and responsibilities, the Company’s performance and the prevailing market conditions.

Save as disclosed above, (i) Mr. Tsui has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Company and its subsidiaries; (iii) he does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iv) he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information concerning Mr. Tsui that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Buy-back Mandate for the Shareholders' consideration.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 79,420,403 Shares.

On the basis that no further Shares are issued or bought back by the Company prior to the 2017 AGM and resolution numbered 7(B) as set out in the notice of the 2017 AGM is duly passed, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 7,942,040 Shares, representing 10% of the issued share capital of the Company as at the date of passing the resolution, during the period in which the Buy-back Mandate remains in force.

2. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders to seek the Buy-back Mandate which enables the Directors to buy-back Shares on the Stock Exchange and otherwise in accordance with the Listing Rules. Such buy-backs 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 its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY-BACKS

In the buy back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, Bye-Laws, the Listing Rules and the applicable laws of Bermuda. Under Bermuda law, any buy-backs will be made out of funds of the Company legally permitted to be utilised in this connection, including capital paid up on the Shares to be bought back, funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose; and in the case of premiums payable on buy back, out of the funds of the Company which would otherwise be available for dividend or distribution or sums standing to the share premium account of the Company.

There might be a material adverse impact on the working capital requirements or gearing levels of the Company, as compared with the position disclosed in the latest published audited accounts for the year ended 31 March 2017, in the event that the Buy-back Mandate was to be exercised in full at any time during the proposed purchase period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels that in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with its Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor their close associates (as defined in the Listing Rules) have any present intention to sell Shares to the Company or its subsidiaries under the Buy-back Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

As at the Latest Practicable Date, each of Ms. Lui Yuk Chu, Ms. Koon Ho Yan Candy and The Winterbotham Trust Company Limited as the trustee of The Magical 2000 Trust is taken to have an interest under the SFO in the same block of 29,179,480 Shares, representing 36.74% of the total number of Shares of the Company in issue. Apart from the foregoing, Ms. Lui Yuk Chu held 17,429,664 Shares through Sea Rejoice Limited in which she beneficially owns the entire issued share capital. For the purpose of the Takeovers Code, Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy are concert parties and are taken to have an interest in a total of 46,609,144 Shares, representing 58.69% of the total number of Shares of the Company in issue. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to ordinary resolution no. 7(B), then (if the present shareholdings otherwise remained the same) the attributable shareholding of Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy would be increased to 65.21% of the total number of the Shares of the Company in issue. In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Buy-back Mandate.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
June	4.19	3.70
July	4.09	3.73
August	4.05	3.81
September	4.15	3.72
October	4.12	3.88
November	3.96	3.70
December	3.95	3.40
2017		
January	4.30	3.45
February	3.90	3.41
March	3.50	3.02
April	4.43	3.45
May	4.36	3.81
June (up to and including the Latest Practicable Date)	3.98	3.98

8. SHARE BUY-BACKS MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, no Shares have been bought back by the Company (whether on the Stock Exchange or otherwise).

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 annual general meeting (“**Meeting**”) of Easyknit International Holdings Limited (“**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 Monday, 7 August 2017 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 March 2017.
2. To declare a final dividend of 5 HK cents per share for the year ended 31 March 2017.
3. To consider and approve the re-election of Ms. Lui Yuk Chu as an executive director of the Company.
4. To consider and approve the re-election of Mr. Tsui Chun Kong as an independent non-executive director of the Company.
5. To authorize the board of directors of the Company to fix the fees of all directors for the year ending 31 March 2018.
6. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors to fix their remuneration.
7. As special business, to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements or options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company (“**Bye-Laws**”), be and is hereby generally and unconditionally approved;

* for identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws, or (iii) the exercise of any option granted under the share option scheme of the Company, shall not exceed 20 per cent. of the total number of Shares of the Company in issue as 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law 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 of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company 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 of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

- (B) **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its own shares, subject to and in accordance with all applicable laws and regulations, the Bye-Laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the total number of Shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the total number of Shares in issue as at the date of passing of this resolution and the said approval shall 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 by the Bye-Laws or any applicable law 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.”
- (C) **“THAT,** subject to the passing of resolutions numbered 7(A) and numbered 7(B) above, the authority granted to the directors of the Company pursuant to resolution numbered 7(A) above be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted pursuant to such authority an amount representing the total number of Shares bought back by the Company under the authority granted pursuant to resolution numbered 7(B), provided that such extended amount shall not exceed 10% of the total number of Shares in issued of the Company as at the date of passing of this resolution.”

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

Hong Kong, 29 June 2017

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any shareholder of the Company 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 shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. 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 seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company'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 not less than 48 hours before the time for holding the Meeting and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The register of members of the Company ("**Register of Members**") will be closed during the following periods and during these periods, no transfer of shares will be registered:

(i) To attend and vote at the AGM

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the 2017 AGM, the Registers of Members will be closed from Wednesday, 2 August 2017 to Monday, 7 August 2017, both days inclusive.

In order to be eligible to attend and vote at the 2017 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar ("**Branch Share Registrar**") of the Company in Hong Kong, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 1 August 2017.

(ii) To qualify for the proposed final dividend

For the purpose of ascertaining the Shareholders' entitlement to the proposed final dividend, the Registers of Members will be closed from Tuesday, 15 August 2017 to Friday, 18 August 2017, both days inclusive.

In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar for registration not later than 4:30 p.m. on Monday, 14 August 2017.