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If you are in any doubt about 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 King's Flair International (Holdings) Limited (the "Company"), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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King's Flair International (Holdings) Limited
科勁國際(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6822)

**PROPOSALS INVOLVING GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED AMENDMENTS TO THE
EXISTING ARTICLES OF ASSOCIATION;
PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 12th Floor, Yardley Commercial Building, 3 Connaught Road West, Hong Kong on Wednesday, 27 May 2026 at 3:00 p.m. (the "Annual General Meeting") is set out on pages AGM-1 to AGM-6 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, should you so wish and in such event, the form of proxy shall be deemed to be revoked.

24 April 2026

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 12th Floor, Yardley Commercial Building, 3 Connaught Road West, Hong Kong on Wednesday, 27 May 2026 at 3:00 p.m., the notice of which is set out on pages AGM-1 to AGM-6 of this circular, or any adjournment thereof
“Board”	the board of Directors
“City Concord”	City Concord Limited, a company incorporated in the British Virgin Islands, whose entire issued shares are wholly and beneficially owned by Dr. Wong
“close associate(s)”	has the same meaning as defined in the Listing Rules
“Companies Act”	The Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	King’s Flair International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Controlling Shareholder(s)”	has the same meaning as defined in the Listing Rules
“core connected person(s)”	has the same meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Dr. Wong”	Dr. Wong Siu Wah, the Chairman, an Executive Director and a Controlling Shareholder of the Company
“Existing Articles of Association”	the existing articles of association of the Company in full force and effect as at the Latest Practicable Date
“First Concord”	First Concord Limited, a company incorporated in the British Virgin Islands, whose issued shares are beneficially owned as to 60% by Dr. Wong and the remaining 40% by Ms. Cheng Rebecca Hew Hong, a Controlling Shareholder of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares (including any sale or transfer of treasury shares out of treasury) with an aggregate nominal value not exceeding 20% of the issued share capital of the Company (excluding any treasury shares) as at the date of approval of such mandate, and subject to the passing of the Repurchase Mandate, as increased by the number of Shares repurchased under the Repurchase Mandate
“Latest Practicable Date”	14 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles of Association”	the second amended and restated articles of association of the Company with the Proposed Amendments to be adopted by the Shareholders at the Annual General Meeting
“Proposed Amendments”	the proposed amendments to the Existing Articles of Association as set out in appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares with an aggregate nominal value not exceeding 10% of the issued share capital of the Company (excluding any treasury shares) as at the date of approval of such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“substantial shareholder(s)”	has the same meaning as defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“treasury shares”	has the same meaning as defined in the Listing Rules
“%”	per cent.



King's Flair International (Holdings) Limited
科勁國際(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6822)

Executive Directors:

Dr. Wong Siu Wah (*Chairman and Chief Executive Officer*)
Ms. Wong Fook Chi

Independent Non-Executive Directors:

Professor Lau Kin Tak
Mr. Anthony Graeme Michaels
Ms. Leung Wai Ling, Wylie
Professor Shyy Wei

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

12th Floor
Yardley Commercial Building
3 Connaught Road West
Hong Kong

24 April 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED AMENDMENTS TO THE
EXISTING ARTICLES OF ASSOCIATION;
PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the Annual General Meeting for, among other things, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the re-election of retiring Directors and (iii) the Proposed Amendments as set out in appendix III to this circular and the proposed adoption of the New Articles of Association.

LETTER FROM THE BOARD

The purpose of this circular is to (i) provide you with details of the Issue Mandate and the Repurchase Mandate, (ii) set out an explanatory statement regarding the Repurchase Mandate as required under the Listing Rules, (iii) provide you with information regarding the re-election of retiring Directors, (iv) provide you with details of the Proposed Amendments and (v) give you notice of Annual General Meeting.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Directors wish to propose ordinary resolutions at the Annual General Meeting to grant to the Directors general mandates:

- (i) to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares out of treasury) with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury shares) as at the date of passing of the proposed resolution for the grant of the Issue Mandate; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury shares) as at the date of passing of the proposed resolution for the grant of the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 700,000,000 Shares. Subject to the passing of the proposed resolutions for the grant of the Issue Mandate at the Annual General Meeting and on the basis that (i) no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the Annual General Meeting, and (ii) the Company does not have any treasury shares as at the date of the Annual General Meeting the Company would be allowed to issue a maximum of 140,000,000 Shares under the Issue Mandate. In addition, subject to the passing of the Repurchase Mandate at the Annual General Meeting and on the basis that (i) no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the Annual General Meeting, and (ii) the Company does not have any treasury shares as at the date of the Annual General Meeting the Company would be allowed to repurchase a maximum of 70,000,000 Shares under the Repurchase Mandate. There is no present intention for issuance of any Shares pursuant to the Issue Mandate and repurchase of any Shares pursuant to the Repurchase Mandate.

In addition, if the Repurchase Mandate is granted, the Issue Mandate will be extended by the nominal value of the Shares repurchased under the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules containing information regarding the Repurchase Mandate is set out in appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the Annual General Meeting.

LETTER FROM THE BOARD

The authority conferred on the Directors by the Issue Mandate and the Repurchase Mandate would continue in force until the earliest 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 law or the Existing Articles of Association (or, as the case may be, the New Articles of Association) to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 84(1) of the Existing Articles of Association, Professor Lau Kin Tak (“Professor Lau”) and Mr. Anthony Graeme Michaels (“Mr. Michaels”), both independent non-executive directors, are due to retire from office by rotation at the Annual General Meeting and they, being eligible, offer themselves for re-election at the Annual General Meeting.

Pursuant to code provision B.2.3 of the Corporate Governance Code set out in Part 2 of Appendix C1 to the Listing Rules, any further appointment of independent non-executive director who has served more than 9 years should be subject to a separate resolution to be approved by shareholders. Each of Professor Lau and Mr. Michaels has served as an independent non-executive Director for more than 9 years.

The Company, having reviewed the composition of the Board, considered both Professor Lau and Mr. Michaels are suitable for re-election in line with the approach as set out in the nomination policy and the board diversity policy of the Company. They have substantial board experience and good understandings of the Group’s operations. They have contributed significantly to helping the Company achieve high standard of corporate governance and has contributed to the diversity of the Board by bringing their professional experience and their independent opinions to the Company.

Both Professor Lau and Mr. Michaels were not involved in the day-to-day management of the Company, did not have any family ties with other Directors or senior management of the Company and the Company is not aware of any circumstance which would interfere with the exercise of their professional judgment. Both Professor Lau and Mr. Michaels have confirmed their independence pursuant to Rule 3.13 of the Listing Rules to the Company. Based on the above, the Board believes that both Professor Lau and Mr. Michaels have the character, integrity and experience to fulfill the role of an independent non-executive Director and, if re-elected, will continue to make significant contribution to the Company.

Biographical details of the retiring Directors are set out in appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 14 April 2026 in which it was disclosed that the Board proposes to seek approval from the Shareholders at the Annual General Meeting to:

- (a) give effect to the Proposed Amendments in order to, among other things, (i) enable the Company to hold hybrid and electronic meetings; (ii) permit electronic voting; (iii) permit the Company to hold treasury Shares; (iv) align with the requirements of the Consultation Conclusions to Proposals to Further Expand the Paperless Listing Regime and Other Rules Amendments published by the Stock Exchange; (v) ensure compliance with Appendix A1 (Core Shareholder Protection Standards) to the Listing Rules; (vi) enhance the clarity of certain provisions of the Existing Articles of Association; (vii) update certain provisions of the Existing Articles of Association to reflect current market standard, such as postponement of general meetings; and (viii) make minor housekeeping amendments.
- (b) adopt the New Articles of Association incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Existing Articles of Association.

The Company has been advised by its legal advisers that the Proposed Amendments conform with the requirements of the Listing Rules and do not violate the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

Details of the Proposed Amendments are set out in appendix III to this circular. The Proposed Amendments and the proposed adoption of the New Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. The New Articles of Association will take effect on the date on which the Proposed Amendments are approved by the Shareholders at the Annual General Meeting.

Shareholders should note that the New Articles of Association are in English. The Chinese translation of any contents of the New Articles of Association is for reference purpose only. In case of any inconsistency between the English and Chinese version of the New Articles of Association, the English version shall prevail.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 12th Floor, Yardley Commercial Building, 3 Connaught Road West, Hong Kong on Wednesday, 27 May 2026 at 3:00 p.m. is set out on pages AGM-1 to AGM-6 of this circular for the purpose of considering and, if thought fit, passing with or without amendments the resolutions set out therein.

LETTER FROM THE BOARD

In order to establish entitlements to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 21 May 2026 to Wednesday, 27 May 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 20 May 2026.

You will find enclosed a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, should you so wish and in such event, the form of proxy shall be deemed to be revoked.

To the best of the knowledge, information and belief of the Directors having made reasonable enquiries, none of the Shareholders is required to abstain from voting at the Annual General Meeting under the Existing Articles of Association and/or the Listing Rules.

RECOMMENDATION

The Directors believe that all resolutions as set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions.

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Dr. Wong Siu Wah
Chairman and Executive Director

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum of association of the Company and the Existing Articles of Association (or, as the case may be, the New Articles of Association), the applicable laws and regulations of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Subject to the foregoing, any repurchases by the Company may be made out of profits or share premium of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, subject to the Companies Act, out of capital. Any premium payable on a repurchase over the par value of the Shares to be purchased must be provided for out of profits, share premium or, subject to the Companies Act, out of the capital of the Company.

On the basis of the financial position of the Group as at 31 December 2025 as disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2025 and taking into account of the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position disclosed in the audited financial statements.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing ratio which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 700,000,000 Shares and the Company did not have any treasury shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate at the Annual General Meeting and on the basis that (i) no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the Annual General Meeting, and (ii) the Company does not have any treasury shares as at the date of the Annual General Meeting, the Company would be allowed to repurchase a maximum of 70,000,000 Shares under the Repurchase Mandate.

If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury as treasury shares, subject to market conditions and the capital management needs of the Company at the relevant time such repurchase of Shares are made. If the Company holds shares in treasury, any resale of treasury shares shall be made in accordance with the Listing Rules and applicable laws and regulations of Cayman Islands.

4. 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 on the market. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury shares. Shares repurchased for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earning per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Existing Articles of Association (or, as the case may be, the New Articles of Association) and applicable laws and regulations of the Cayman Islands. Share repurchase will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

5. STATEMENT BY THE DIRECTORS

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum of association of the Company and the Existing Articles of Association (or, as the case may be, the New Articles of Association).

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, First Concord and City Concord held 105,000,000 Shares and 420,000,000 Shares respectively, representing 15% and 60% of the issued share capital of the Company respectively. First Concord is beneficially owned as to 60% by Dr. Wong and 40% by Ms. Cheng Rebecca Hew Hong, and City Concord is wholly and beneficially owned by Dr. Wong. First Concord and City Concord held 525,000,000 Shares in aggregate representing 75% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the aggregate shareholding interest of the First Concord and City Concord would be increased to approximately 83.33% of the issued share capital of the Company. Such increase would not give rise to any general offer obligation under the Takeovers Code as the existing aggregate shareholding of First Concord and City Concord already exceeds 50% of the issued share capital of the Company. Nevertheless, the Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such an extent which will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% (excluding any treasury shares) as required by Rule 8.08(1) of the Listing Rules.

Save as aforesaid and as at the Latest Practicable Date, the Directors are not aware of any consequence which the exercise in full of the Repurchase Mandate would have under the Takeovers Code.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the previous six months (whether on the Stock Exchange or otherwise) up to and including the Latest Practicable Date.

9. SHARE PRICE

During each of the previous 12 months prior to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.425	0.330
May	0.400	0.380
June	0.415	0.360
July	0.460	0.385
August	0.455	0.415
September	0.430	0.405
October	0.425	0.405
November	0.415	0.410
December	0.415	0.400
2026		
January	0.410	0.370
February	0.410	0.400
March	0.410	0.375
April (up to and including the Latest Practicable Date)	0.405	0.365

10. GENERAL

Neither the explanatory statement contained herein nor the proposed Repurchase Mandate has any unusual features.

The biographical and other details of the retiring Directors standing for re-election at the Annual General Meeting are set out below:

(i) Professor Lau Kin Tak (“Professor Lau”)

Aged 57, was appointed as an independent non-executive Director on 22 December 2014. Professor Lau is currently the President of the Technological and Higher Education Institute of Hong Kong for providing strategic leadership and operational management to enhance the quality of academic programmes and research outputs in support of industry growth of Hong Kong. Professor Lau was a Pro-Vice-Chancellor (Research Performance and Development) of Swinburne University of Technology, Australia for approximately 6 years. Professor Lau has over 25 years of experience in the mechanical engineering academic field gained from the Hong Kong Polytechnic University and has 3 years of experience as a craft apprentice in the Hong Kong Aircraft Engineering Company Limited which engages in aircraft engineering and maintenance business. Professor Lau was an International Vice President and a Trustee Board member of the Institution of Mechanical Engineers; Professor Lau is a fellow of Engineers Australia; a fellow of the Institution of Materials, Minerals and Mining; a fellow of the Institution of Engineering Designers; a fellow of the Hong Kong Institution of Engineers; a fellow of the Royal Aeronautical Society; a member of European Academy of Sciences and a member of European Academy of Sciences and Arts. Professor Lau is also chairman of the Professional Accreditation Panel for APEC/IPEA for Korea. In 2001, Professor Lau was awarded a doctor of philosophy (PhD) by the Hong Kong Polytechnic University. In 1997 and 1996, Professor Lau obtained a master degree and a bachelor degree, respectively, of engineering in aerospace engineering in the Royal Melbourne Institute of Technology in Australia.

Professor Lau is the Chairman of the remuneration committee and a member of the audit committee, the nomination committee and risk management committee of the Board. Save as disclosed herein, Professor Lau does not hold any positions with the Company and other members of the Group.

Professor Lau has entered into a service contract with the Company for a term of two years commencing from 22 December 2025 and subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Existing Articles of Association (or, as the case may be, the New Articles of Association). Either party has the right to give not less than three months’ written notice to terminate the service contract. Professor Lau is entitled to an annual remuneration of approximately HK\$180,000, which is determined with reference to his duties and responsibilities with the Company and the prevailing market conditions and subject to annual review by the remuneration committee of the Board.

As at the Latest Practicable Date, Professor Lau does not have any interest in Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Professor Lau does not have any relationship with any Directors, senior management or substantial or Controlling Shareholders of the Company and did not hold any directorship in any listed companies in the three years prior to the Latest Practicable Date.

Professor Lau has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company; and (iii) that there are no other factors that may affect his independence.

Save as disclosed above, there are no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Professor Lau as an independent non-executive Director at the Annual General Meeting.

(ii) Mr. Anthony Graeme Michaels (“Mr. Michaels”)

Mr. Michaels, aged 82, was appointed as an independent non-executive Director on 22 December 2014. Mr. Michaels has 36 years of combined industry experience gained from DKSH Australia Pty Ltd. (“DKSH Australia”) and its former entities Zyliss Australia Pty Ltd. and United Housewares Pty Ltd. During his service in DKSH Australia, it was a subsidiary of DKSH Holding AG (Ltd) (“DKSH”) which was a company listed on the SIX Swiss Exchange, and which primarily engaged in the provision of market expansion services with a focus on Asia. During Mr. Michaels’ service, DKSH Australia carried a variety of international brands in lifestyle and luxury categories, including but not limited to Zwilling JA Henckels, Zyliss, Staub, Cole & Mason, Culinare, Microplane, Marcato, Contigo, Tala, Cuisena, Progressive, Jamie Oliver and Metaltex. Mr. Michaels was Managing Director of the Consumer Goods Business Units of DKSH Australia and New Zealand. Mr. Michaels retired from DKSH Australia in July 2012.

Mr. Michaels is a member of the audit committee, the remuneration committee and the nomination committee of the Board. Save as disclosed herein, Mr. Michaels does not hold any positions with the Company and other members of the Group.

Mr. Michaels has entered into a service contract with the Company for a term of three years commencing from 22 December 2025 and subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Existing Articles of Association (or, as the case may be, the New Articles of Association). Mr. Michaels is entitled to an annual remuneration of approximately HK\$180,000, which is subject to annual review by the remuneration committee of the Board.

As at the Latest Practicable Date, Mr. Michaels does not have any interest in Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Michaels does not have any relationship with any Directors, senior management or substantial or Controlling Shareholders of the Company and did not hold any directorship in any listed companies in the three years prior to the Latest Practicable Date.

Mr. Michaels has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company; and (iii) that there are no other factors that may affect his independence.

Save as disclosed above, there are no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Michaels as an independent non-executive Director at the Annual General Meeting.

APPENDX III DETAILS OF THE PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION
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The following are the Proposed Amendments. Unless otherwise specified, paragraphs and article numbers referred to herein are paragraphs and article numbers of the New Articles of Association. If the serial numbering of the articles of the Existing Articles of Association is changed due to the addition, deletion or re-arrangement of certain articles made in these amendments, the serial numbering of the articles of the Existing Articles of Association as so amended shall be changed accordingly, including cross-references.

Note: The New Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "... or otherwise not shown)										
1.	The regulations in Table A in the Schedule to the Companies Act (As Revised as defined in Article 2) do not apply to the Company.										
2.(1)	In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column ...										
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%; padding: 5px;"><u>"Act"</u></td> <td style="padding: 5px;">the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands <u>and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u></td> </tr> <tr> <td style="padding: 5px;"><u>"address"</u></td> <td style="padding: 5px;"><u>for the purposes of these Articles, "address" includes an electronic address unless the Act or the Listing Rules require a postal address.</u></td> </tr> <tr> <td style="padding: 5px;"><u>"Central Clearing and Settlement System"</u></td> <td style="padding: 5px;"><u>the central clearing and settlement system operated by Hong Kong Securities Clearing Company Limited.</u></td> </tr> <tr> <td style="padding: 5px;"><u>"close associate"</u></td> <td style="padding: 5px;">in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange ("Listing Rules") as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules.</td> </tr> <tr> <td style="padding: 5px;"><u>"Listing Rules"</u></td> <td style="padding: 5px;"><u>the rules and regulations of the Designated Stock Exchange.</u></td> </tr> </table>	<u>"Act"</u>	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands <u>and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u>	<u>"address"</u>	<u>for the purposes of these Articles, "address" includes an electronic address unless the Act or the Listing Rules require a postal address.</u>	<u>"Central Clearing and Settlement System"</u>	<u>the central clearing and settlement system operated by Hong Kong Securities Clearing Company Limited.</u>	<u>"close associate"</u>	in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange ("Listing Rules") as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules.	<u>"Listing Rules"</u>	<u>the rules and regulations of the Designated Stock Exchange.</u>
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<u>"close associate"</u>	in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange ("Listing Rules") as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules.										
<u>"Listing Rules"</u>	<u>the rules and regulations of the Designated Stock Exchange.</u>										

**APPENDX III DETAILS OF THE PROPOSED AMENDMENTS
TO THE EXISTING ARTICLES OF ASSOCIATION**

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "... or otherwise not shown)	
	<p><u>"Notice" or "notice"</u></p>	<p>written notice unless otherwise specifically stated and as further defined in these Articles <u>and</u>, where the context so requires, shall include any other document (including any <u>"corporate communication" and "actionable corporate communication"</u> within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.</p>
	<p>"Register"</p>	<p>the principal register of <u>Members</u> and where applicable, any branch register of Members <u>including any branch register maintained in Hong Kong</u>, to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.</p>
	<p>"substantial shareholder"</p>	<p>a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the <u>rules of the Designated Stock Exchange Listing Rules</u> from time to time) of the voting power at any general meeting of the Company.</p>
	<p><u>"treasury shares"</u></p>	<p><u>shares repurchased and held by the Company in treasury as authorised by the Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on The Stock Exchange of Hong Kong Limited.</u></p>
2.(2)	<p>(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of <u>electronic writing or display (such as digital documents or electronic communications)</u>, provided that both the mode of service of the relevant document or notice and the Member's election comply <u>Notice complies</u> with all applicable Statutes, rules and regulations;</p> <p>(h) references to a document (<u>including, but without limitation, a resolution in writing</u>) being <u>signed or</u> executed include references to it being <u>signed or</u> executed under hand or under seal or by electronic signature or by any other method and references to a n<u>Notice</u> or document include a n<u>Notice</u> or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</p>	

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "... or otherwise not shown)
	(i) <u>references to the right of a Member to speak at a general meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;</u>
	(j) <u>references to a meeting: (a) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64, and (b) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</u>
	(k) <u>where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member;</u>
	(l) <u>unless the context otherwise requires, any reference to "print", "printed", or "printed copy" and "printing" shall be deemed to include electronic versions or electronic copies;</u>
	(m) <u>any reference to the term "place" within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision;</u>
	(n) <u>all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares; and</u>

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Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
	(i)(o) Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.
3.	<p>(2) Subject to the Act, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange Listing Rules, and/or the rules and regulations of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. <u>Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.</u></p> <p>(3) Subject to compliance with the Listing Rules and the rules and regulations of the Designated Stock Exchange and any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>
9.	Subject to the provisions of the Act, the rules of any Designated Stock Exchange Listing Rules and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
10.	(a) the necessary quorum (other than including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum (excluding treasury shares); and

**APPENDX III DETAILS OF THE PROPOSED AMENDMENTS
TO THE EXISTING ARTICLES OF ASSOCIATION**

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
12.(1)	Subject to the Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
17.(2)	Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of notices <u>Notices</u> and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.
44.	The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other any newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u>

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
45.	<p>Subject to the rules of any Designated Stock Exchange Listing Rules, notwithstanding any other provision of these Articles, the Company or the Directors may fix any date as the record date for:</p> <p>(a) ...</p> <p>(b) determining the Members entitled to receive nNotice of and to vote at any general meeting of the Company.</p>
46(2)	<p>Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Designated Stock Exchange Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Designated Stock Exchange Listing Rules that are or shall be applicable to such listed shares.</p>
51.	<p>The registration of transfers of shares or of any class of shares may, after notice has been given by <u>announcement or by electronic communication or by advertisement</u> in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange or by electronic means or other means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u></p>
55.(2)	<p>(c) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange Listing Rules, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</p>

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Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
56.	An annual general meeting of the Company shall be held in <u>for</u> each financial year other than the financial year of the Company's adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange Listing Rules , if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.
57.	Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. <u>Notwithstanding any provisions in these Articles, any general meeting or any class meeting may be held physically, as a hybrid meeting (partially physical and partially electronic) or wholly by electronic means using such telephone, electronic or other communication facilities to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Articles shall apply, mutatis mutandis, to hybrid or wholly electronic meetings. In the event of any technical difficulties, disruptions, or procedural issues arising during a hybrid or electronic meeting, including but not limited to connectivity problems, platform malfunctions, or disputes regarding the conduct of the meeting, the chairman of the meeting shall have the authority to make any rulings or decisions necessary to address such issues. Any ruling, determination, or decision made by the chairman of the meeting under the scope of this provision shall be final, conclusive, and binding on the Company and all Members.</u>
58.	The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (<u>excluding treasury shares</u>) carrying the right of voting at general meetings of the Company, <u>on a one vote per share basis</u> , shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
59.(1)	An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the <u>rules of the Designated Stock Exchange Listing Rules</u> , a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:...
59.(2)	The notice shall specify the time and place of the meeting and , <u>the physical location (if applicable), and in the case of a hybrid or electronic meeting, the electronic platform or means by which Members may attend and participate.</u> It shall also <u>include</u> particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors. <u>For hybrid or electronic meetings, the Notice shall either include instructions for accessing and participating in the meeting or specify where or how such instructions will be provided to the Members.</u>
64.	The <u>Prior to the holding of a general meeting, the Board may postpone and at a general meeting, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting)(without the consent of the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and from place to place as the meeting shall determine,</u> but no business shall be transacted at any adjourned <u>or postponed</u> meeting other than the business which might lawfully have been transacted at the meeting had the adjournment <u>or the postponement</u> not taken place. <u>Notice of a postponement must be given to all Members by any means as the Board may determine.</u> When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.

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Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
66.(1)	<p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u></p>
67.	<p>Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange Listing Rules.</p>
73.(3)	<p>Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
76.	The instrument appointing a proxy shall be in writing under the hand of such form, <u>including electronic or otherwise</u> , as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and <u>signed by</u> 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 <u>signed by</u> an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
77.	The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
81.(2)	If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) <u>including; the right to speak and to vote, and</u> where a show of hands is allowed, the right to vote individually on a show of hands.
83.(3)	The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office <u>only</u> until the next following <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election.

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
83.(5)	The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (<u>including a managing or other executive Director</u>) at any time before the expiration of his period <u>term</u> of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
97.	<p>Any Director may:</p> <p>(a) ...</p> <p>(b) ...</p> <p>(c) continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and (unless otherwise agreed) no such Director shall be accountable for any remuneration, profits or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of or from his interests in any such other company. Subject as otherwise provided by these Articles the Directors may exercise or cause to be exercised the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as Directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them <u>as</u> directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) or voting or providing for the payment of remuneration to the director, managing director, joint managing director, deputy managing director, executive director, manager or other officers of such other company and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in manner aforesaid.</p>

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
139.	<p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. <u>For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.</u></p>
149.	<p>Subject to Article 150, a printed <u>or electronic</u> copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>

APPENDX III DETAILS OF THE PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION
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Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
150.	<p>Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed <u>or electronic</u> copy of the Company’s annual financial statements and the directors’ report thereon.</p>
151.	<p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication); and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</p>
152.(1)	<p>At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p>
154.	<p>The remuneration of the Auditor shall be fixed by the Company in an ordinary resolution passed at a general meeting or in such manner as the Members may <u>by ordinary resolution</u> determine.</p>

**APPENDX III DETAILS OF THE PROPOSED AMENDMENTS
TO THE EXISTING ARTICLES OF ASSOCIATION**

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
158.	<p>(1) <u>Any Notice or document (including any "corporate communication" and "actionable corporate communication", each term within the meaning ascribed thereto under the rules of the Designated Stock Exchange Listing Rules), whether or not, to be given or issued under these Articles from by the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders given or issued by the following means:</u></p> <p>(a) <u>by serving it personally on the relevant person;</u></p> <p>(b) <u>by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</u></p> <p>(c) <u>by delivering or leaving it at such address as aforesaid;</u></p> <p>(d) <u>by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</u></p> <p>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3) without the need for any additional consent or notification;</u></p>

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
	<p>(f) <u>by publishing it on the Company's website or the website of the Designated Stock Exchange, without the need for any additional consent or notification; or</u></p> <p>(g) <u>by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p> <p>(2) <u>In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</u></p> <p>(3) <u>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.</u></p> <p>(4) <u>Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150, 151 and 158 may be given in English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.</u></p>
159.	<p>Any Notice or other document:</p> <p>(a) ...</p> <p>(b) <u>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p> <p>(c) ...</p> <p>(d) <u>may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.</u></p>

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
160.(1)	Any Notice or other document delivered or sent <u>in any manner permitted</u> by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
160.(2)	A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it <u>through the post in a prepaid letter, envelope or wrapper in any manner permitted by these Articles</u> addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an <u>electronic or postal</u> address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
161.	For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any n Notice or document to be given by the Company may be written, printed or made electronically <u>in electronic form</u> .
<u>162.(2)</u>	A <u>Unless otherwise provided by the Act,</u> a resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.

Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
163.(1)	Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares (i) if the Company shall be wound up and the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed <i>pari passu</i> amongst such members <u>Members</u> in proportion to the amount paid up on the shares held by them respectively and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.
164.	The Directors, Secretary and other officers and every Auditor of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) acting or who have acted in relation to any of the affairs of the Company and everyone <u>every one</u> of them, and everyone <u>every one</u> of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts; and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto; PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.
167.	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company <u>Members</u> to communicate to the public.

APPENDX III	DETAILS OF THE PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION
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Article No.	Proposed Amendments (shown as markups against the Existing Articles of Association and the parts without changes in the following articles are shown in "...")
168.	<p style="text-align: center;"><u>PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS</u></p> <p><u>To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:</u></p> <p>(a) <u>accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to "corporate communication" and "actionable corporate communications" within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and</u></p> <p>(b) <u>pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.</u></p>

NOTICE OF ANNUAL GENERAL MEETING



King's Flair International (Holdings) Limited 科勁國際(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6822)

NOTICE IS HEREBY GIVEN that an annual general meeting of King's Flair International (Holdings) Limited (the "Company") will be held as a physical meeting only at 12th Floor, Yardley Commercial Building, 3 Connaught Road West, Hong Kong on Wednesday, 27 May 2026 at 3:00 p.m. (or any adjournment thereof) for the purpose of transacting the following business and considering and passing, with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements, the directors' report and the auditors' report for the year ended 31 December 2025.
2. (a) To re-elect Professor Lau Kin Tak (who has served for more than 9 years) as an independent non-executive director of the Company;

(b) To re-elect Mr. Anthony Graeme Michaels (who has served for more than 9 years) as an independent non-executive director of the Company;
and

(c) To authorise the remuneration committee to fix the directors' remuneration.
3. To re-appoint BDO Limited as auditors of the Company and to authorise the board of directors to fix its remuneration.
4. To consider as special business, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the same meaning as defined under the Rules Governing the Listing of Securities

NOTICE OF ANNUAL GENERAL MEETING

on the Stock Exchange of Hong Kong Limited) out of treasury) and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and securities convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and securities convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and treasury shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not in total exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury shares) at the time of passing this resolution; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest 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 articles of association of the Company or the applicable laws of the Cayman Islands 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.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear 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 exclusions or other arrangements as the Directors may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. To consider as special business, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of the shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not in total exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury shares) at the time of passing this resolution; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands 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.”
6. To consider as special business, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolution nos. 4 and 5 set out in the notice convening this meeting, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company pursuant to and in accordance with the said resolution no.5 shall be added to the aggregate nominal amount of the share capital of the Company (excluding any treasury shares) that may be allotted or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury shares out of treasury) by the Directors pursuant to and in accordance with resolution no. 4 as set out in the notice convening this meeting.”

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (A) the existing articles of association of the Company be and are hereby amended in the manner as set out in the circular of the Company dated 24 April 2026 (the “Circular”);
- (B) the second amended and restated articles of association in the form produced to the meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing articles of association of the Company in its entirety, with immediate effect; and

NOTICE OF ANNUAL GENERAL MEETING

- (C) any one director, the registered office provider or the secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the second amended and restated articles of association of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board
King's Flair International (Holdings) Limited
Dr. Wong Siu Wah
Chairman and Executive Director

Hong Kong, 24 April 2026

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*
12th Floor
Yardley Commercial Building
3 Connaught Road West
Hong Kong

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. 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 a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member.
2. The instrument appointing a proxy must be signed 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.
3. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting (or any adjournment thereof). Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting (or any adjournment thereof) and in such event, the form of proxy shall be deemed to be revoked.
4. In order to establish entitlements to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 21 May 2026 to Wednesday, 27 May 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the annual general meeting, all transfers of shares of the Company accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 20 May 2026.

NOTICE OF ANNUAL GENERAL MEETING

5. In the case of more than one joint holders of any share are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, 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 of the Company. Several executors or administrators of a deceased member in whose name any share stands shall for such purpose be deemed joint holders thereof.
6. In cases of inconsistency, the English text of this notice and the accompanying form of proxy shall prevail over their respective Chinese translation.
7. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.
8. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions” announced by the HKSAR Government is/are in force at or at any time after 12:00 noon on the date of the meeting, the meeting will be adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the websites of the Company (www.kingsflair.com.hk) and the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholder should decide on their own whether they would attend the meeting in person under bad weather condition bearing in mind their own situations.
9. If shareholders have any particular access request or special needs for participating in the meeting, please contact the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited (telephone: +852 2980 1333) on or before 20 May 2026.

As at the date of this notice, the board of directors of the Company comprised two executive directors, namely, Dr. Wong Siu Wah (Chairman and Chief Executive Officer) and Ms. Wong Fook Chi; and four independent non-executive directors, namely, Professor Lau Kin Tak, Mr. Anthony Graeme Michaels, Ms. Leung Wai Ling, Wylie and Professor Shyy Wei.