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IWS Group Holdings Limited
國際永勝集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8441)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Extraordinary General Meeting**”) of IWS Group Holdings Limited (the “**Company**”) will be held at Dragon Place Restaurant, G/F, 280-288 Un Chau Street, Cheung Sha Wan, Kowloon, Hong Kong on Friday, 4 March 2022 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

“**THAT:**

- (a) the New Master Services Agreement (as defined in the circular to the shareholders of the Company dated 11 February 2022 (the “**Circular**”)) be and is hereby approved, ratified and confirmed and any one director of the Company (the “**Director**”) be and is hereby authorised to approve any changes and amendments thereto as he/she may consider necessary, desirable or appropriate;
- (b) the Annual Caps (as defined in the Circular) in relation to the Services Transactions (as defined in the Circular) contemplated under the New Master Services Agreement for the term of three years commencing from 1 April 2022 to 31 March 2025 be and are hereby approved; and
- (c) all other Services Transactions contemplated under the New Master Services Agreement be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the New Master Services Agreement, or any of the Services Transactions contemplated under the New Master Services Agreement and to agree to such variation, amendments

or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the New Master Services Agreement) as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole.”

By Order of the Board
IWS Group Holdings Limited
Ma Ah Muk

Executive Director and chairman of the Board of Directors

Hong Kong, 11 February 2022

Registered Office:

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

*Headquarters and Principal Place of
Business in Hong Kong:*

1/F, Hang Seng Castle Peak Road Building
339 Castle Peak Road
Cheung Sha Wan
Kowloon
Hong Kong

Notes:

1. All resolutions at the Extraordinary General Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the GEM’s website at www.hkgem.com and the Company’s website at <http://www.iws.com.hk> in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. A form of proxy for use at the Extraordinary General Meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof.

4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Extraordinary General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.
6. The register of members of the Company will be closed from Tuesday, 1 March 2022 to Friday, 4 March 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to determine the identity of members who are entitled to attend and vote at the Extraordinary General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 28 February 2022.
7. Due to the constantly evolving Coronavirus Disease 2019 (COVID-19) pandemic situation in Hong Kong, the Company may be required to change the Extraordinary General Meeting arrangements at short notice. Shareholders should check the Company's website at <http://www.iws.com.hk> for future announcements and updates on the Extraordinary General Meeting arrangements.
8. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 1:00 p.m. on the date of the Extraordinary General Meeting, the meeting will be postponed. The Company will post an announcement on the GEM's website at www.hkgem.com and the Company's website at <http://www.iws.com.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
9. As at the date of this notice, the executive Directors are Mr. Ma Ah Muk, Mr. Ma Kiu Sang, Mr. Ma Kiu Mo, Mr. Ma Kiu Man, Vince and Mr. Ma Yung King, Leo; and the independent non-executive Directors are Dr. Ng Ka Sing, David, Ms. Chang Wai Ha and Mr. Yau Siu Yeung.

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

This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the Company's website at <http://www.iws.com.hk>.