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## **VERTICAL INTERNATIONAL HOLDINGS LIMITED**

### **弘浩國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8375)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Notice is hereby given** that an extraordinary general meeting of Vertical International Holdings Limited (the “**Company**”) will be held at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Thursday, 5 January 2023 at 11:30 a.m. for the following purposes:

### **ORDINARY RESOLUTION**

1. To consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“**THAT:**

- (a) the declaration and payment of a special dividend of 3.5 HK cent per ordinary share of the Company for the nine months ended 30 September 2022 (the “**Special Dividend**”) entirely out of the share premium account of the Company (the “**Share Premium Account**”) to the shareholders of the Company whose names appear on the register of members of the Company at the close of business on Monday, 16 January 2023, being the record date for determining the entitlement to the Special Dividend, be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”

### **SPECIAL RESOLUTION**

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

“**THAT** the proposed amendments to the existing amended and restated memorandum and articles of association of the Company set out in Appendix I to the circular of the Company dated 15 December 2022 of which this notice forms part

be and are hereby approved and that the second amended and restated memorandum and articles of association of the Company which consolidate all the aforesaid amendments (in the form produced to this meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of the meeting, and that any one Director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the second amended and restated memorandum and articles of association.”

By Order of the Board  
**Vertical International Holdings Limited**  
**Boon Ho Yin Henry**  
*Chairman*

Hong Kong, 15 December 2022

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Company’s articles of association. The results of the poll will be published on the website of Hong Kong Exchanges and Clearing Limited and of the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy (who must be an individual) to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. 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 in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting (i.e. not later than 11:30 a.m. Tuesday, 3 January 2023) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Friday, 30 December 2022 to Thursday, 5 January 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the extraordinary general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 29 December 2022.

5. For determining the entitlement to the proposed Special Dividend (subject to approval by the shareholders at the extraordinary general meeting of the Company), the Register of Members of the Company will be closed from Thursday, 12 January 2023 to Monday, 16 January 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed Special Dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 11 January 2023.
6. If a tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 8:00 a.m. on Thursday, 5 January 2023, the meeting will be postponed and the Company will post an announcement on the websites of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.verticaltech.com.cn](http://www.verticaltech.com.cn)) for details of alternative meeting arrangements. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders of the Company should make their own decision as to whether they would attend the meeting under bad weather conditions and if they should choose to do so, they are advised to exercise care and caution.

## **PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING**

In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Extraordinary General Meeting to protect the shareholders and other participants from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius, or is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine, or has any flu-like symptoms may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Prior to entry into the meeting venue, attendees are required to scan the "LeaveHomeSafe" displayed at the venue and vaccination QR codes and comply with the "Vaccine Pass" requirements or comply with the applicable requirements or guidelines implemented by the Hong Kong Government from time to time.
- (iii) Every attendee is required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iv) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders of the Company that attendance in person at the meeting is not necessary for the purpose of exercising their voting rights. Shareholders may appoint the Chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder of the Company chooses not to attend the meeting in person but has any question about any proposed resolution stated in the Notice or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to the Company's head office and principal place of business in Hong Kong at Unit 2212, 22/F, Global Gateway Tower, 63 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong (for the attention of the board of directors) or by email at [info@verticaltech.com.cn](mailto:info@verticaltech.com.cn). If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong as follows:

Tricor Investor Services Limited  
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: (852) 2980 1333  
Fax: (852) 2810 8185

*As at the date of this notice, the executive directors of the Company are Mr. Boon Ho Yin Henry and Ms. Chow Cheung Chu; and the independent non-executive directors of the Company are Mr. Liu Kwan, Mr. Chik Kin Man Paul and Mr. Wong Wai Leung.*

*This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 notice 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 notice misleading.*

*This notice will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its publication and on the website of the Company at [www.verticaltech.com.cn](http://www.verticaltech.com.cn).*