
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult a stockbroker or their registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in MaxWin International Holdings Limited, you should at once hand this circular, together 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 transferee.

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MaxWin International Holdings Limited

加和國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8513)

**PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the extraordinary general meeting (the “EGM”) of MaxWin International Holdings Limited (the “**Company**”) to be held at Unit 1102, 11th Floor, Brill Plaza, No. 84 To Kwa Wan Road, To Kwa Wan, Kowloon, Hong Kong on Tuesday, 6 January 2026 at 11:00 a.m. is set out on pages 13 to 15 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This circular will also be published and remains on the website of the Company at www.inzign.com.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 3 December 2025 in relation to the proposed Share Consolidation and Change in Board Lot Size
“Board”	the board of Directors
“Business Day(s)”	any day (other than a Saturday or Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Existing Shares to 5,000 Consolidated Shares
“Company”	MaxWin International Holdings Limited 加和國際控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are traded on GEM of the Stock Exchange (Stock Code: 8513)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company after the Share Consolidation becomes effective
“Director(s)”	director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company before the Share Consolidation becomes effective

DEFINITIONS

“Extraordinary General Meeting”/“EGM”	the extraordinary general meeting of the Company to be held at Unit 1102, 11th Floor, Brill Plaza, No. 84 To Kwa Wan Road, To Kwa Wan, Kowloon, Hong Kong on Tuesday, 6 January 2026 at 11:00 a.m., to consider and, if appropriate, to approve the Share Consolidation and the matters contemplated thereunder
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the Republic of China
“Latest Practicable Date”	Tuesday, 9 December 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Share(s) and/or the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trading Day(s)”	a day on which trading of the Shares is conducted on the Stock Exchange in accordance with the rules and regulations of the Stock Exchange promulgated from time to time

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event	Time and Date
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Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:30 p.m. on Tuesday, 30 December 2025
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Closure of the register of members of the Company (both days inclusive)	Wednesday, 31 December 2025 to Tuesday, 6 January 2026
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Latest date and time for lodging the proxy form for the EGM	11:00 a.m. on Sunday, 4 January 2026
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Record date	Tuesday, 6 January 2026
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Date and time of the EGM	11:00 a.m. on Tuesday, 6 January 2026
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Publication of announcement on poll results of the EGM	Tuesday, 6 January 2026
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The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size as set out in this circular

Effective date of the Share Consolidation	Thursday, 8 January 2026
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First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares.	Thursday, 8 January 2026
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Commencement of dealings in Consolidated Shares	9:00 a.m. on Thursday, 8 January 2026
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Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Thursday, 8 January 2026
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EXPECTED TIMETABLE

Temporary counter for trading in the Consolidated Shares
in board lots of 2,000 Consolidated Shares (in the form of
existing share certificates) opens 9:00 a.m. on
Thursday, 8 January 2026

Original counter for trading in the Consolidated Shares
in board lots of 5,000 Consolidated Shares (in the form of new
share certificates) re-opens 9:00 a.m. on
Thursday, 22 January 2026

Parallel trading in the Consolidated Shares
(in the form of new share certificates and
existing share certificates) commences 9:00 a.m. on
Thursday, 22 January 2026

Designated broker starts to stand in the market
to provide matching services for odd lots
of the Consolidated Shares 9:00 a.m. on
Thursday, 22 January 2026

Designated broker ceases to stand in the market
to provide matching services for odd lots
of the Consolidated Shares 4:00 p.m. on
Wednesday, 11 February 2026

Temporary counter for trading in the Consolidated Shares
in board lots of 2,000 Consolidated Shares
(in the form of existing share certificates) closes 4:10 p.m. on
Wednesday, 11 February 2026

Parallel trading in the Consolidated Shares
(in the form of new share certificates and
existing share certificates) ends 4:10 p.m. on
Wednesday, 11 February 2026

Last day and time for free exchange of existing share
certificates for new share certificates
for the Consolidated Shares Friday, 13 February 2026

LETTER FROM THE BOARD

MaxWin International Holdings Limited
加和國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8513)

Executive Directors:

Mr. Phua Swee Hoe *(Chairman of the Board and
chief executive officer)*

Ms. Xu Bin

Mr. Li Rengang

Mr. Yang Qijun

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Fu Sze On

Professor Cheung Ka Yue

Ms. Chen Yihua

Principal Place of Business in Hong Kong:

Unit 1102, 11th Floor, Brill Plaza

No.84 To Kwa Wan Road

To Kwa Wan, Kowloon

Hong Kong

12 December 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcement in relation to the proposed Share Consolidation and Change in Board Lot Size. The purpose of this circular is to provide you with information regarding (i) the proposed Share Consolidation; (ii) the proposed Change in Board Lot Size; and (iii) notice convening the EGM for the purpose of considering, and if thought fit, approving the resolution(s) to be proposed.

LETTER FROM THE BOARD

2. PROPOSED SHARE CONSOLIDATION

The Board proposes that every ten (10) Existing Shares in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Shares of par value of HK\$0.01 each, and there are 818,455,377 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 81,845,537 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$100,000,000 but will be divided into 1,000,000,000 Consolidated Shares of HK\$0.10 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall *rank pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of Cayman Islands and the GEM Listing Rules to effect the Share Consolidation.

The Share Consolidation is expected to become effective on Thursday, 8 January 2026, being the second Business Day after the Extraordinary General Meeting, subject to the fulfilment of the above conditions.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

LETTER FROM THE BOARD

Listing Application

An application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any Trading Day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid.

Other securities of the Company

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be. After the Share Consolidation becomes effective, the scheme mandate for granting options under the share option scheme of the Company adopted on 19 December 2017 shall be adjusted from 40,000,000 to 4,000,000. As at the Latest Practicable Date, no option has been granted thereunder.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 20,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 20,000 Existing Shares to 5,000 Consolidated Shares.

Based on the closing price of HK\$0.125 per Existing Share (equivalent to the theoretical closing price of HK1.25 per Consolidated Share) as at the Latest Practicable Date, (i) the value per board lot of 20,000 Existing Shares is HK\$2,500; and (ii) the estimated value of each board lot of 5,000 Consolidated Shares would be HK\$6,250 on the assumption that the Share Consolidation had already become effective.

LETTER FROM THE BOARD

For the avoidance of doubt, the proposed Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. If the Share Consolidation does not become effective, the proposed Change in Board Lot Size will not become effective and the Shares will continue to be traded on the Stock Exchange in board lot of 20,000 Shares.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024 (the “**Guide**”) has further stated that market price of the shares at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules. It has also stated in the Guide that taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

In view of the prevailing trading prices of the Existing Shares, the Board proposes to implement the Share Consolidation. Based on the closing price of the Existing Shares of HK\$0.125 on the Latest Practicable Date and the current board lot size of 20,000 Existing Shares, the board lot value of the Existing Shares is HK\$2,500. The Share Consolidation and the Change in Board Lot Size will reduce the number of new board lots and increase the value of each new board lot. After the Share Consolidation and the Change in Board Lot Size have become effective, and based on the closing price of the Existing Shares as at the Latest Practicable Date, the theoretical market board lot value will be HK\$6,250. As such, the Board considers that the Share Consolidation and Change in Board Lot Size will enable the Company to comply with the trading requirements under the GEM Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since many banks/securities houses will charge minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange, the Board believes that investment in the Consolidated Shares would become more attractive to a broader range of investors thereby improving the liquidity of the Consolidated Shares and further broadening the shareholder base of the Company. The reduction in the number of new board lots after the Share Consolidation will also reduce the transaction costs to shareholders who wish to withdraw physical shares from banks/securities houses, since many banks/securities houses will charge fees on a per lot basis.

LETTER FROM THE BOARD

Although the Share Consolidation and the Change in Board Lot Size may lead to the creation of odd lots of Shares owned by the Shareholders, the Company will designate an agent to stand in the market to provide matching services for odd lots of Shares for a period of not less than three weeks, which is expected to effectively alleviate the difficulties caused by the creation of odd lots of Shares.

Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interest of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation. As at the Latest Practicable Date, the Company has no present intention to conduct any equity fundraising activities. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to meet its operational needs or support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares (if any) will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lot trading and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed I Win Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares, during the period from 9:00 a.m. on Thursday, 22 January 2026 to 4:00 p.m. on Wednesday, 11 February 2026 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Chan Sze Ho at Room 3001-3002, 30/F, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong or at telephone number: +852 2688 6333 during office hour (i.e. 9:00 a.m. to 4:00 p.m.) of such period. Shareholders who would like to match odd lots are recommended to make an appointment by dialing the telephone number of +852 2688 6333 set out above.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

LETTER FROM THE BOARD

Exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation having become effective, Shareholders may during the specified period submit share certificates for Existing Shares in blue colour to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre 183 Queen's Road East, Wan Chai, Hong Kong, in exchange for new share certificates for the Consolidated Shares in yellow colour at the expense of the Company.

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Wednesday, 11 February 2026, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares in blue colour will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

3. EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages 13 to 15 of this circular. At the EGM, an ordinary resolution will be proposed to approve the Share Consolidation and the matters contemplated thereunder. A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Results of the poll voting will be published on the Company's website at www.inzign.com and the website of Stock Exchange at www.hkexnews.hk after the EGM.

In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre No. 183 Queen's Road East, Wan Chai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she/it so wishes and, in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Wednesday, 31 December 2025 to Tuesday, 6 January 2026, both days inclusive, during which period no transfer of shares will be registered for the purpose of determining who will be entitled to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM to be held on Tuesday, 6 January 2026, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F Floor, Hopewell Centre No. 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 30 December 2025. The record date for ascertaining Shareholders' entitlement to attend and vote at the meeting is Tuesday, 6 January 2026.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolution to be proposed at the EGM shall be voted by poll.

4. RESPONSIBILITY STATEMENT

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

5. COMPETING INTERESTS

To the best knowledge of the Directors, none of the Directors or the controlling Shareholders (as defined in the GEM Listing Rules) of the Company, nor any of their respective close associates (as defined in the GEM Listing Rules), had any interest as at the Latest Practicable Date that competes or may compete with the business of the Group nor does any of them has or may have any other conflicts of interests with the Group, which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

6. RECOMMENDATIONS

The Directors believe that the resolution to be proposed for consideration and approval by the Shareholders at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the resolution to be proposed at the EGM as set out in the notice convening the EGM.

LETTER FROM THE BOARD

7. WARNING

Shareholders should take note that the Share Consolidation is conditional upon the fulfilment of certain conditions set out above. Therefore, the Share Consolidation may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

Yours faithfully,
By order of the Board
MaxWin Holdings Limited
Phua Swee Hoe
Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

MaxWin International Holdings Limited 加和國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8513)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of MaxWin International Holdings Limited (the “**Company**”) will be held at Unit 1102, 11th Floor, Brill Plaza, No. 84 To Kwa Wan Road, To Kwa Wan, Kowloon, Hong Kong on Tuesday, 6 January 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (ii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) to effect the Share Consolidation (as defined below), with effect from the second business day immediately following the day of passing of this resolution:
 - (a) every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the existing share capital of the Company be consolidated into one (1) ordinary share of HK\$0.10 (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);
 - (b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company concerned, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the Directors be and are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as they may, in their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation.”

By order of the Board
MaxWin Holdings Limited
Phua Swee Hoe
Chairman and Executive Director

Hong Kong, 12 December 2025

Registered Office:

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

Principal Place of Business in Hong Kong:

Unit 1102, 11th Floor, Brill Plaza
No.84 To Kwa Wan Road
To Kwa Wan, Kowloon
Hong Kong

Notes:

1. The register of members of the Company will be closed from Wednesday, 31 December 2025 to Tuesday, 6 January 2026, both days inclusive, during which period no transfer of shares will be registered for the purpose of determining who will be entitled to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM to be held on Tuesday, 6 January 2026, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 30 December 2025. The record date for ascertaining Shareholders' entitlement to attend and vote at the meeting is Tuesday, 6 January 2026.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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. A form of proxy for use of the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish, and, in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
6. Pursuant to Rule 17.47(4) of the GEM Listing Rules, voting for the resolution set out in this notice will be taken by poll at the above meeting.