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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Carnival Group International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CARNIVAL GROUP  
INTERNATIONAL

### Carnival Group International Holdings Limited

嘉年華國際控股有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 00996)

## PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting (the “AGM”) of Carnival Group International Holdings Limited (the “Company”) to be held at Meeting Room (SOHO1), 6/F., IBIS Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 15 July 2021 at 11:00 a.m., at which, among other things, the above proposals will be considered, are set out on pages 14-18 of this circular.

Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard 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 of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

**In view of the ongoing Coronavirus Disease 2019 (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise your voting rights by appointing the chairperson of the Meeting as your proxy to vote on the relevant resolution at the Meeting as an alternative to attending the Meeting in person.**

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## PRECAUTIONARY MEASURES FOR THE AGM

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The Company will implement the following measures at the Meeting, including:

1. Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the Meeting venue. Any person with a body temperature above 37.3 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the Meeting venue and requested to leave the Meeting venue;
2. Every attendee will be required to wear a surgical face mask at the Meeting venue and throughout the Meeting and to sit at a distance from the other attendees. Please note that no surgical face masks will be provided at the Meeting venue and attendees should bring and wear their own masks;
3. No refreshment or drinks will be provided to the attendees at the Meeting; and
4. **NO CORPORATE GIFTS OR GIFT COUPONS WILL BE PROVIDED TO THE ATTENDEES AT THE MEETING.**

To the extent permitted under law, the Company reserves the right to deny entry into the Meeting venue or require any person to leave the Meeting venue so as to ensure the health and safety of the other attendees at the Meeting. The number of attendees allowed in the Meeting venue is subject to the requirements and restrictions under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong).

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Meeting Room (SOHO1), 6/F., IBIS Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 15 July 2021 at 11:00 a.m.
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Capital Reorganisation”	the reorganisation of the share capital by way of (1) the consolidation of every twenty five (25) Old Shares in the share capital of the Company into one (1) consolidated share of HK\$0.25 each in the share capital of the Company (“Consolidated Share”), (2) reduction in the issued share capital of the Company and cancellation of any fractional Consolidated Shares arising out of the share consolidation, (3) the subdivision of each authorised but unissued Consolidated Share of HK\$0.25 each into twenty five (25) Shares of HK\$0.01 each, and (4) the reduction of the entire amount standing to the credit of the share premium account of the Company, which has been approved by the shareholders of the Company in the special general meeting held on 30 October 2020
“Company”	Carnival Group International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“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 at the AGM to allot, issue and deal with Shares of up to 20% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate

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## DEFINITIONS

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“Latest Practicable Date”	7 June 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Old Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company before the Capital Reorganisation becoming effective
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary Shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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CARNIVAL GROUP  
INTERNATIONAL

### **Carnival Group International Holdings Limited**

**嘉年華國際控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00996)**

*Executive Directors:*

Mr. Luo Jiaqi

Mr. Tang Runtao

*Independent Non-Executive Directors:*

Mr. Chau Wai Hing

Mr. Ma Hang Kon Louis

Mr. Tso Hon Sai Bosco

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place of*

*Business in Hong Kong:*

Suites 1106-08

11th Floor

The Chinese Bank Building

61-65 Des Voeux Road Central

Hong Kong

11 June 2021

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for approving, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

At the annual general meeting of the Company held on 23 June 2020 (“2020 AGM”), the Directors were granted by the then Shareholders (i) a general and unconditional mandate to issue, allot and deal with shares of the Company (i.e. 4,739,044,117 Old Shares) not exceeding 20% of the then aggregate number of the issued shares of the Company as at the date of passing such resolution which has been adjusted to 189,561,764 Shares upon the Capital Reorganisation became effective on 3 November 2020; (ii) a general and unconditional mandate to repurchase Shares (i.e. 2,369,522,058 Old Shares) not exceeding 10% of the then aggregate number of issued shares of the Company as at the date of passing such resolution which has been adjusted to 94,780,882 Shares upon the Capital Reorganisation became effective on 3 November 2020; and (iii) the power to extend the general mandate mentioned in (i) above by an amount representing the aggregate number of shares repurchased by the Company pursuant to the mandate to repurchase shares referred to (ii) above.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of the AGM on pages 14 to 18 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if granted, remain effective 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 the Bye-Laws or any applicable law to be held; or (iii) the date upon which such authority is revoked or varied by way of ordinary resolution of the Company in general meeting.

As at the Latest Practicable Date, the number of issued Shares was 947,808,823 Shares. Assuming no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 189,561,764 Shares.



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## LETTER FROM THE BOARD

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### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors the Repurchase Mandate at the AGM.

### RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors, namely Mr. Luo Jiaqi, Mr. Tang Runtao (“**Mr. Tang**”), Mr. Chau Wai Hing, Mr. Ma Hang Kon Louis (“**Mr. Ma**”) and Mr. Tso Hon Sai Bosco (“**Mr. Tso**”).

Mr. Tang, being an executive Director appointed by the Board after the 2020 AGM shall only hold office until the AGM pursuant to Bye-law 115 of the Bye-Laws and, being eligible, offers himself for re-election at the AGM.

Mr. Ma and Mr. Tso shall retire from office by rotation at the AGM pursuant to Bye-law 111 of the Bye-Laws and, being eligible, offer themselves for re-election at the AGM.

The nomination committee of the Company (the “**Nomination Committee**”) has reviewed the biographical information of the retiring Directors, and considered that the re-election of Mr. Ma and Mr. Tso as an independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole by taking into account that (i) Mr. Ma is experienced in various industries including professional services in Hong Kong, petrochemical, electronics and resources industries, both in the United States and in the Asia Pacific region. He also has extensive experience in managing businesses in listed companies both in Hong Kong and in the United States and he possesses the professional qualification of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Institute of Chartered Secretaries and Administrators; and (ii) Mr. Tso has been a Hong Kong practising solicitor since 1990 and is also currently a partner of Messrs. Tso Au Yim & Yeung, Solicitors. Their working profile and other experience and factors as set out in Appendix II to this circular. Their depth of knowledge and experience can support their roles and they actively participated in the Company’s Board meetings and Board committee meetings, and made valuable contributions to the Group. The Nomination Committee is satisfied that each of Mr. Ma and Mr. Tso has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively.

The Nomination Committee has also assessed the independence of each of Mr. Ma and Mr. Tso based on reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that they remain independent. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors stand for re-election as Directors at the AGM.

Details of the retiring Directors are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is a notice convening the AGM to consider and, if thought fit, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard 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 of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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. As such, all the resolutions set out in the notice of the AGM will be taken by poll.

### RECOMMENDATION

The Directors consider that the proposed ordinary resolutions are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of such resolutions at the AGM.

### GENERAL

Your attention is also drawn to the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board  
**Carnival Group International Holdings Limited**  
**Luo Jiaqi**  
*Executive Director*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

**1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

**2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued number of Shares of the Company was 947,808,823 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 94,780,882 Shares, representing 10% of the total issued Shares as at the Latest Practicable Date.

**3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

**4. FUNDING OF REPURCHASES OF SHARES**

In repurchasing Shares, the Company may only apply funds legally available for such purposes in accordance with its Bye-laws, the laws of Bermuda and any other applicable laws, including capital paid upon the Shares to be repurchased, profits otherwise available for distribution and sums standing of either the share premium account or contributed surplus account of the Company.

**5. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2020 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:

	<b>Share Prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
June	0.010*	0.010*
July	0.010*	0.010*
August	0.010*	0.010*
September	0.010*	0.010*
October	0.010*	0.010*
November	0.400	0.040
December	0.165	0.076
<b>2021</b>		
January	0.160	0.087
February	0.174	0.126
March	0.149	0.090
April <sup>#</sup>	0.129	0.093
May <sup>#</sup>	0.097	0.085
June (up to the Latest Practicable Date)	0.095	0.082

\* Share prices shown above were before adjustment of the effect of the Capital Reorganisation became effective on 3 November 2020.

<sup>#</sup> Trading in the Shares was suspended since 30 April 2021 until 28 May 2021.

**7. UNDERTAKING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda and in accordance with the Bye-Laws.

**8. CORE CONNECTED PERSON**

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING**

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, 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, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. King Pak Fu (“Mr. King”) is deemed to be interested in 294,497,770 Shares in long position with 248,693,490 Shares in short position, representing approximately 31.07% of the Company’s issued share capital in long position, of which 127,769,479 Shares in long position and 100,748,000 Shares in short position, 92,669,548 Shares in both long and short positions and 2,135,600 Shares in long position are held through Better Joint Venture Limited, Elite Mile Investments Limited and Ever Success Ventures Limited respectively, which are wholly and beneficially owned by Mr. King, 44,607,542 Shares in both long and short positions are held through Glory Merit International Holdings Limited, a company owned as to 99% by Mr. King, 16,647,200 Shares in long position are held through Sino Wealthy Limited, a company wholly-owned by Bremwood Holdings Limited, which is in turn wholly-owned by Gauteng Focus Limited, which is in turn wholly-owned by Rentian Technology Holdings Limited (in liquidation), a company which is in turn held as to 24.51% by Mystery Idea Limited, a company which is in turn wholly-owned by Mr. King. Mr. King also held 10,668,400 Shares in both long and short positions personally. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. King would be increased from 31.07% to approximately 34.52% of the issued share capital of the Company. As a result, Mr. King is required to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Company has no present intention to repurchase Shares to such extent as to result in the obligation to make a general offer under the Takeovers Code will be triggered 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% as required by the Listing Rules.

#### **10. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any Shares whether on the Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.

The following set out the details of the retiring Directors who will retire and, being eligible, offer themselves for re-election at the AGM.

**Executive Director**

**Mr. Tang Runtao**, aged 42, was appointed as an executive Director on 25 January 2021. He holds a Bachelor's degree of Financial Management from Qingdao University of Science and Technology. Mr. Tang has been the chief financial officer of 海上嘉年華(青島)置業有限公司, an indirect non wholly-owned subsidiary of the Company, since 2009. Prior to joining the Group, he was a finance manager of Shandong Shipping Corporation during 2005 to 2009 and was an accountant of Shandong Dayu Automobile Components Co., Ltd. during 2001 to 2005.

Mr. Tang has entered into a service contract with the Company on 25 January 2021 for a term of three years commencing from 25 January 2021 unless terminated by not less than one month's notice in writing served by either party to the other. He is subject to retirement and re-election at the next annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation in accordance with the bye-laws of the Company. Mr. Tang is entitled to a director's remuneration of RMB400,000 per annum, which is determined by the Remuneration Committee based on his duties and responsibilities in the Group, the remuneration structure of the Group and the then prevailing market conditions. He is also entitled to an annual discretionary performance bonus as may be determined by the Board with reference to the recommendation from the Remuneration Committee based on the financial performance of the Company and his performance.

Mr. Tang did not hold any directorship in other listed companies during the past three years, and he does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

**Independent Non-Executive Directors**

**Mr. Ma Hang Kon Louis**, aged 58, was appointed as an independent non-executive Director on 3 May 2019. He is also a member of each of the Audit Committee and the Remuneration Committee. Mr. Ma graduated from the Kellogg School of Business, Northwestern University in the United States, the Hong Kong University of Science and Technology and the Hong Kong Polytechnic (the predecessor of The Hong Kong Polytechnic University). He is a member of each of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Institute of Chartered Secretaries and Administrators. He has been the executive director, the chief financial officer, the company secretary and an authorised representative of the G.A. Holdings Limited under the GEM Listing Rules (Stock Code: 8126; a company listed on the GEM of Stock Exchange) since November 2015. Mr. Ma is experienced in various industries including professional services in Hong Kong, petrochemical, electronics and resources industries, both in the United States and in the Asia Pacific region. He also has extensive experience in managing businesses in listed companies both in Hong Kong and in the United States.

Mr. Ma has signed an appointment letter issued by the Company on 28 May 2021 for an initial term of one year commencing on 3 May 2021, which is automatically renewable for successive term of one year upon the expiry of the said term, unless terminated by not less than one month's notice in writing served by either party to the other. He is subject to retirement by rotation in accordance with the Bye-laws of the Company. Mr. Ma is entitled to a director's remuneration of HK\$360,000 per annum, which was determined by the Board based on his qualification, experience and duties and responsibilities in the Company.

Save as disclosed above, Mr. Ma did not hold any directorship in any other listed companies during the past three years, and he does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.



**Mr. Tso Hon Sai Bosco**, aged 56, was appointed as an independent non-executive Director on 3 May 2019. He is also the member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. Tso received his Bachelor of Laws degree from King's College London. He has been a Hong Kong practising solicitor since 1990. Mr. Tso was a non-executive director of ICO Group Limited (Stock Code: 1460; a company listed on the Main Board of the Stock Exchange) from October 2019 to April 2020 and an independent non-executive director of Imperial Pacific International Holdings Limited (Stock Code: 1076; a company listed on the Main Board of Stock Exchange) from November 2013 to October 2020. Mr. Tso is also currently a partner of Messrs. Tso Au Yim & Yeung, Solicitors. He was an independent non-executive director of Legend Strategy International Holdings Group Company Limited (Stock code: 1355; a company listed on the Main Board of Stock Exchange) from June 2015 to September 2018.

Mr. Tso has signed an appointment letter issued by the Company on 28 May 2021 for an initial term of one year commencing on 3 May 2021, which is automatically renewable for successive term of one year upon the expiry of the said term, unless terminated by not less than one month's notice in writing served by either party to the other. He is subject to retirement by rotation in accordance with the Bye-laws of the Company. Mr. Tso is entitled to a director's remuneration of HK\$360,000 per annum, which was determined by the Board based on his qualification, experience and duties and responsibilities in the Company.

Save as disclosed above, Mr. Tso did not hold any directorship in any other listed companies during the past three years, and he does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the proposed re-election of the above Directors that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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CARNIVAL GROUP  
INTERNATIONAL

### Carnival Group International Holdings Limited

嘉年華國際控股有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 00996)

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting (“Meeting”) of Carnival Group International Holdings Limited (the “Company”) will be held at Meeting Room (SOHO1), 6/F., IBIS Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong, on Thursday, 15 July 2021 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and auditor of the Company and its subsidiaries for the year ended 31 December 2020.
2.
  - (a) To re-elect Mr. Tang Runtao as Director.
  - (b) To re-elect Mr. Ma Hang Kon Louis as Director.
  - (c) To re-elect Mr. Tso Hon Sai Bosco as Director.
  - (d) To authorize the board of Directors (the “Board”) of the Company to fix their remuneration.
3. To re-appoint auditor for the ensuing year and to authorize the Board to fix its remuneration.

As special businesses, to consider and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

4. **“THAT:**
  - (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures 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 number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued 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 Bye-laws of the Company, shall not exceed 20% of the aggregate number of Shares in issue on the date of passing this resolution; and
- (D) for the purposes of this resolution, “Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members 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 fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. **“THAT:**
- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period 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 may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are 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 number of 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 exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution; and
  - (D) for the purposes of this resolution, “Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company; or
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; or
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon the passing of ordinary resolutions nos. 4 and 5 above, the aggregate number of the Shares in issue which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution no. 5 shall be added to the aggregate number of the Shares in issue that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the said ordinary resolution no. 4.”

By Order of the Board  
**Carnival Group International Holdings Limited**  
**Luo Jiaqi**  
*Executive Director*

Hong Kong, 11 June 2021

*Notes:*

1. For the purpose of determining the identity of the Shareholders entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 9 July 2021 to Thursday, 15 July 2021, both days inclusive, during the period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 8 July 2021.
2. Any member of the Company entitled to attend and vote at the Meeting convened by this notice shall be entitled to appoint proxy to attend and vote instead of him in accordance with the Bye-laws of the Company. A proxy need not be a member of the Company, but must be present in person to represent the member. In light of the epidemic situation of COVID-19, Shareholders may consider appointing the chairman of the meeting as his/her proxy to vote on the resolutions, instead of attending the meeting in person.
3. In the case of joint holders of Shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. 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 certified copy thereof, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding of the Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should they so wish.
5. With respect to resolution no. 2 of this notice, Mr. Tang Runtao, Mr. Ma Hang Kon Louis and Mr. Tso Hon Sai Bosco shall retire from office of directorship and shall offer themselves for re-election in accordance with the Bye-laws of the Company. Details of the retiring Directors which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 11 June 2021.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As at the date of this notice, the Board comprises Mr. Luo Jiaqi and Mr. Tang Runtao as executive Directors, and Mr. Chau Wai Hing, Mr. Ma Hang Kon Louis and Mr. Tso Hon Sai Bosco as independent non-executive Directors.
  
7. In case the venue is being closed on the date of Meeting due to COVID-19, the meeting shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board. The Company will post an announcement on the Stock Exchange and the Company's website notifying Shareholders of the date, time and place of the adjourned meeting.