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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 your licensed securities dealer 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 MBV International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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# **MBV INTERNATIONAL LIMITED**

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

**(Stock Code: 1957)**

## **PROPOSED ADOPTION OF CHINESE NAME**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the EGM to be held at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 27 December 2023 at 10:00 a.m. is set out in section “Notice of Extraordinary General Meeting” of this circular. A form of proxy for use at the EGM is also enclosed with this circular. Such form of proxy is also published on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.orensport.com](http://www.orensport.com).

Whether or not you are able to attend the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company’s Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (ie not later than 10:00 a.m. on Monday, 25 December 2023) and/or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish.

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians, or the Hong Kong Securities Clearing Company Limited), you should consult your banks or brokers or custodians (as the case may be) directly to assist you in the appointment of proxy.

5 December 2023

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## DEFINITIONS

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

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| “ <b>Announcement</b> ”                      | the announcement of the Company dated 4 December 2023 in respect of the Proposed Adoption of Chinese Name  |
| “ <b>Articles</b> ”                          | the memorandum and articles of association of the Company, as may be amended and restated from time to time  |
| “ <b>Board</b> ”                             | the board of Directors   |
| “ <b>Chinese Name</b> ”                      | the Chinese name “中國大人國際有限公司” to be adopted as the dual foreign name of the Company  |
| “ <b>Company</b> ”                           | MBV International Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 1957)  |
| “ <b>Director(s)</b> ”                       | director(s) of the Company   |
| “ <b>EGM</b> ”                               | the extraordinary general meeting of the Company to be held at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 27 December 2023 at 10:00 a.m. or any adjournment thereof for the Shareholders to consider and, if thought fit, approve the Proposed Adoption of Chinese Name |
| “ <b>Group</b> ”                             | the Company and its subsidiaries   |
| “ <b>HK\$</b> ”                              | Hong Kong dollar(s), the lawful currency of Hong Kong  |
| “ <b>Hong Kong</b> ”                         | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “ <b>Listing Rules</b> ”                     | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “ <b>Proposed Adoption of Chinese Name</b> ” | the proposed adoption of the Chinese Name as the dual foreign name of the Company  |
| “ <b>Share(s)</b> ”                          | ordinary share(s) of HK\$0.01 each in the share capital of the Company   |
| “ <b>Shareholder(s)</b> ”                    | holder(s) of the issued Share(s)   |
| “ <b>Stock Exchange</b> ”                    | The Stock Exchange of Hong Kong Limited  |
| “ <b>%</b> ”                                 | per cent.  |

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## LETTER FROM THE BOARD

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# MBV INTERNATIONAL LIMITED

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

**(Stock Code: 1957)**

*Executive Directors:*

Dato' Tan Meng Seng (*Chairman*)

Dato' Tan Mein Kwang

*(Chief Executive Officer)*

Mr. Tan Beng Sen

Datin Kong Siew Peng

Ms. Hou Yanli

*Registered office:*

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman

KY1-1108

Cayman Islands

*Independent non-executive Directors:*

Ms. Chui Sin Heng

Mr. Au Wing Yuen

Mr. Yu Cheeric

*Head office and principal place of  
business in Malaysia:*

No. 58–66 Jalan Seroja 39

Taman Johor Jaya

81100 Johor Bahru

Johor Malaysia

*Principal place of business in Hong Kong:*

Unit B 23/F

Yue Hing Building

103 Hennessy Road

Wanchai

Hong Kong

5 December 2023

*To the Shareholders*

Dear Sir or Madam,

## PROPOSED ADOPTION OF CHINESE NAME

### 1. INTRODUCTION

Reference is made to the Announcement in relation to the Proposed Adoption of Chinese Name. The purpose of this circular is to provide you with information in respect of the Proposed Adoption of Chinese Name and a notice convening the EGM, to enable you to make an informed decision on whether to vote for or against the resolution proposed at the EGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED ADOPTION OF CHINESE NAME

The Company proposes to adopt the Chinese name of “中國大人國際有限公司” as the dual foreign name of the Company.

#### Conditions of the Proposed Adoption of Chinese Name

The Proposed Adoption of Chinese Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders at the EGM approving the Proposed Adoption of Chinese Name; and
- (b) the Registrar of Companies in the Cayman Islands (the “**Registrar**”) granting the approval for the Proposed Adoption of Chinese Name.

The relevant filings with the Registrar will be made after the passing of the special resolution at the EGM. Subject to satisfaction of the above conditions, the Proposed Adoption of Chinese Name will take effect from the date on which the Registrar enters the dual foreign name in Chinese of the Company on the register of companies maintained by it and issues a certificate of incorporation on adoption of dual foreign name to the Company. Thereafter, the Company will carry out all the necessary registration and/or filing procedures in the Cayman Islands or Hong Kong.

#### Reason for the Proposed Adoption of Chinese Name

The Group is principally engaged in the sale of imprintable apparel and gift products in Malaysia and Singapore. The Group intends to boost its growth by way of geographic expansion through entry into the PRC market and establishing its presence in the e-commerce sector.

Reference is made to the announcements of the Company dated 6 November 2023, 20 November 2023 and 29 November 2023 in relation to the acquisition of 40% of the issued shares in Lordan Group Ltd. by the Group (the “**Acquisition**”), the completion of which took place on 29 November 2023. As disclosed in the said announcements, Lordan Group Ltd. indirectly controls through variable interest entity (VIE) arrangement, Daren Digital Science (Beijing) Technology Co., Ltd. (大人數科(北京)科技集團有限公司) (“**OPCO**” and, together with its subsidiaries, the “**OPCO Group**”). The OPCO Group is principally engaged in the business of provision of services in digitalisation and e-commerce transformation of physical businesses in the PRC. After the Acquisition, the OPCO Group will, among other things, establish and develop e-commerce sales platforms which connects the Group’s physical stores and supply chain functions with the OPCO Group’s online shops, and provide sales and marketing services, online sales in particular, to the Group’s efforts in expanding into the PRC retail market for imprintable apparel and gift products.

The Board considers that the Proposed Adoption of Chinese Name signifies the Group’s formal expansion into and establishment in the PRC retail and online market, and enhances the corporate image and identity of the Company by leveraging on the rapid expansion and recognition of the OPCO’s “中國大人” brand in the PRC e-commerce and online retail solutions sectors.

Based on the above, the Board believes that the Proposed Adoption of Chinese Name will benefit the Group in its future business development, and is in the best interest of the Company and its Shareholders as a whole.

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## LETTER FROM THE BOARD

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### **Effect of the Proposed Adoption of Chinese Name**

The Proposed Adoption of Chinese Name will not affect any right of the Shareholders. Upon the Proposed Adoption of Chinese Name becoming effective, all the existing share certificates of the Company in issue bearing the existing name of the Company will continue to be good evidence of legal title to the shares (the “**Shares**”) of the Company and will remain valid for trading, settlement, registration and delivery of the Shares. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the English name and the new Chinese name of the Company. Any new share certificates of the Company issued upon the Proposed Adoption of Chinese Name becoming effective will bear both the existing English name of the Company and the Chinese Name.

In addition, upon the Proposed Adoption of Chinese Name becoming effective and subject to the confirmation by the Stock Exchange, the Company will adopt a new Chinese stock short name for trading in the Shares on the Stock Exchange accordingly.

### **3. THE EGM**

A notice convening the EGM to be held at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 27 December 2023, at 10:00 a.m. is set out on section “Notice of Extraordinary General Meeting” to this circular.

#### **Voting by way of Poll**

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, 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. Accordingly, all the resolutions proposed at the EGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

After the conclusion of the EGM, the poll results will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.orensport.com](http://www.orensport.com).

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the Proposed Adoption of Chinese Name. Accordingly, no Shareholders are required under the Listing Rules to abstain from voting on the resolution to be proposed at the EGM.

#### **Closure of Register of Members**

The register of members of the Company will be closed, for the purposes of determining the Shareholders who are entitled to attend and vote at the EGM, from Wednesday, 20 December 2023 to Wednesday, 27 December 2023 (both days inclusive), during which period no transfer of the Share(s) can be registered. In order to qualify for attending and voting at the EGM, all share transfer documents

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## LETTER FROM THE BOARD

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accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on Tuesday, 19 December 2023.

### **Actions to be Taken**

Whether or not you are able to attend the EGM in person, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. at or before 10:00 a.m. (Hong Kong time) on Monday, 25 December 2023) or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish and in such event, your appointment of proxy under any proxy form shall be deemed to be revoked.

### **4. GENERAL**

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the New Chinese Name and the adoption of a corresponding Chinese stock short name for trading of the Shares on the Stock Exchange as and when appropriate.

### **5. RECOMMENDATIONS**

The Board considers that the Proposed Adoption of Chinese Name is in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

### **6. RESPONSIBILITY STATEMENT**

This circular, for which the Directors 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 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.

### **7. MISCELLANEOUS**

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

By order of the Board  
**MBV International Limited**  
**Dato' Tan Meng Seng**  
*Chairman and Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **MBV INTERNATIONAL LIMITED**

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

**(Stock Code: 1957)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of MBV International Limited (the “Company”) will be held at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 27 December 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as special resolution:

#### **SPECIAL RESOLUTION**

“**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, “中國大人國際有限公司” be adopted as the dual foreign name of the Company with effect from the date on which the certificate of incorporation on adoption of dual foreign name is issued by the Registrar of Companies in the Cayman Islands; and
- (b) any one or more of the directors of the Company or the secretary of the Company or the registered office provider of the Company be and is/are hereby authorised to do all such acts and things and to execute all such documents and make all such arrangements, as he/she/they shall in his/her/their absolute discretion consider necessary, desirable or expedient to implement and give effect to the adoption of “中國大人國際有限公司” as the dual foreign name of the Company, and to attend to any necessary registration and/or filing in the Cayman Islands or Hong Kong for and on behalf of the Company.”

By order of the Board  
**MBV International Limited**  
**Dato’ Tan Meng Seng**  
*Chairman and Executive Director*

Hong Kong, 5 December 2023



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Registered office:*  
Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Head office and principal place  
of business in Malaysia:*  
No. 58–66 Jalan Seroja 39  
Taman Johor Jaya  
81100 Johor Bahru  
Johor Malaysia

*Principal place of business in Hong Kong:*  
Unit B 23/F  
Yue Hing Building  
103 Hennessy Road  
Wanchai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM may appoint one or more than one proxy to attend and vote on his/her behalf. The proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
2. All resolutions at the EGM will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be 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 share shall alone be entitled to vote in respect thereof. The vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM (i.e. at or before 10:00 a.m. (Hong Kong time) on Monday, 25 December 2023) or any adjournment thereof.
5. A form of proxy for use at the EGM is being despatched to the shareholders of the Company together with a copy of this notice.
6. The register of members of the Company will be closed from Wednesday, 20 December 2023 to Wednesday, 27 December 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the EGM, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 19 December 2023.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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7. If a Typhoon Signal No. 8 or above is hoisted or “extreme conditions” caused by a super typhoon or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 am on the date of the EGM, the EGM will be adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the website of the Company at [www.orensport.com](http://www.orensport.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situations.

*As at the date of this notice, the executive Directors are Dato’ Tan Meng Seng, Dato’ Tan Mein Kwang, Mr. Tan Beng Sen, Datin Kong Siew Peng and Ms. Hou Yanli; and the independent non-executive Directors are Ms. Chui Sin Heng, Mr. Au Wing Yuen and Mr. Yu Cheeric.*