
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 your licensed securities dealer, registered institution 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 enclosed form of proxy to the purchaser or the 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

中國大人國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1957)

**(1) PROPOSED GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2023 annual general meeting (the “AGM”) of MBV International Limited to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 17 May 2024 at 11:00 a.m. is set out on section “Notice of Annual General Meeting” to this circular. A form of proxy for use at the annual general meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.orensport.com. Whether or not you are able to attend such meeting, 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 such meeting (ie not later than 11:00 a.m. on Wednesday, 15 May 2024) 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 such meeting or any adjourned meeting thereof (as the case may be) should you so wish.

Shareholders who wish to vote are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting (ie not later than 11:00 a.m. on Wednesday, 15 May 2024) and/or any adjournment thereof (as the case may be). 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.

12 April 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on 17 May 2024 at 11:00 a.m., the notice of which is set out on section “Notice of Annual General Meeting” of this circular, or any adjourned meeting thereof;
“Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Company”	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);
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	10 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD

MBV INTERNATIONAL LIMITED

中國大人國際有限公司

(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
Ms. Hou Yanli
Datin Kong Siew Peng

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

*Headquarters and principal of
business in the 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

12 April 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the annual general meeting (“AGM”) for: (i) the proposed granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate by adding to it the aggregate nominal amount of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iii) the proposed re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The existing general mandates to issue and repurchase Shares will expire at the conclusion of the AGM. Accordingly, the following ordinary resolutions will be proposed at the AGM to seek the approval from Shareholders for the granting to the Directors of general mandates authorising them to:

- (i) exercise the powers of the Company to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution;
- (ii) repurchase Shares on the Stock Exchange with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution; and
- (iii) subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM, extend the Issue Mandate by an amount representing the aggregate nominal amount of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the Directors have not exercised the existing general mandates to issue and repurchase Shares and the Company had 628,000,000 Shares in issue.

Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 125,600,000 new Shares under the Issue Mandate and to repurchase up to a maximum of 62,800,000 Shares under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if approved by the Shareholders at the AGM, will continue until whichever is 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 Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of such authority by ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 112 of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 112 of the Articles, Datin Kong Siew Peng and Ms. Hou Yanli would retire and being eligible, would offer themselves for re-election as executive Directors, at the AGM.

In accordance with Article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

At the AGM, Dato' Tan Meng Seng, Mr. Tan Beng Sen and Mr. Au Wing Yuen will retire and, being eligible, will offer themselves for re-election.

The details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on 17 May 2024 at 11:00 a.m. is set out on section "Notice of Annual General Meeting" to this circular.

LETTER FROM THE BOARD

ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.orensport.com. Whether or not you are able to attend the AGM 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 AGM 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 AGM 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.

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 AGM 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 AGM, the poll vote results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.orensport.com.

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of the retiring Directors are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 14 May 2024 to 17 May 2024 (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 meeting, 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 13 May 2024.

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.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

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

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

The following is the explanatory statement as required by the Listing Rules to be provided to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was 5,000,000,000 Shares, of which a total of 628,000,000 Shares were issued and fully paid.

Subject to the passing of the proposed ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 62,800,000 Shares during the period from the date of the AGM up to (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 Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of such authority by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING AND IMPACT OF REPURCHASE

Any repurchase of Shares will be made out of funds which are legally available for the purpose in accordance with the Articles of Association and the Companies Law of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by the Company may be made out of profits of the Company, out of the Company's share premium account, out of proceeds of a new issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Law of the Cayman Islands, out of capital. Any amount of premium payable on the purchase over the par value of

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

the Shares to be repurchased must be paid out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorised by the Articles of Association and subject to the Companies Law of the Cayman Islands, out of capital.

As compared with the financial position of the Company as at 31 December 2023 (being the date to which the latest audited accounts of the Company were made up), the Directors consider that there might be a material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full during the proposed repurchase period. 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.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association. The Company confirms that the explanatory statement set out in this Appendix I contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, MBV Capital Limited ("MBV Capital") was interested in 471,000,000 Shares, representing approximately 75.0% of the total issued Shares of the Company. MBV Capital is ultimately wholly owned by Dato' Tan Meng Seng, Dato' Tan Mein Kwang and Mr. Tan Beng Sen, who are deemed to be interested in the Shares in which MBV Capital is interested in under Part XV of the SFO. On the basis that there will be no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, the beneficial interests of MBV Capital in the issued Shares of the Company would increase to approximately 83.3% if the Repurchase Mandate were exercised in full.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

The Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange since April 2023 and up to the Latest Practicable Date are as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.46	0.395
May	0.46	0.36
June	0.45	0.345
July	1.7	0.395
August	2.11	1.23
September	1.99	0.73
October	1	0.68
November	1.1	0.67
December	0.72	0.465
2024		
January	0.85	0.470
February	0.85	0.43
March	0.72	0.475
April (up to and including the Latest Practicable Date)	0.58	0.55

Save for the information disclosed in this circular, as at the latest practicable date, there is no other information that need to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of Shareholders in respect of the Directors who stand for re-election at the AGM.

Dato' Tan Meng Seng (“Dato' Tan MS”)

Dato' Tan MS, aged 51, was appointed as the Company's Director on 3 January 2019 and was redesignated as the Company's executive Director, chairman of the Board and chief executive officer on 10 April 2019. Dato' Tan MS has ceased to act as the chief executive officer of the Company with effect from 21 September 2020 in order to focus on the work of the Board of the Company and the strategic aspects of the Group. He is responsible for overall business strategic direction, planning and execution of the Group.

Dato'Tan MS obtained a diploma in commerce from Southern College Malaysia in May 1994. From September 2013 to October 2014, he completed the Executive Program on Oriental-Western Wisdom and Business Management for CEOs at the School of Continuing Education in Tsinghua University. Dato'Tan MS has more than 20 years of experience in the apparel industry, and is a co-founder of the Company and director of the group subsidiaries including Oren Holdings, MyGift Holdings, MBV (HK), Oren Sport, UB Uniform, UB Apparel, Oren PJ, Oren Klang, Oren Kepong, MyGift, Oren Cheras, Excel MBV, Oren Singapore and A-Vision Apparel.

Dato'Tan MS was appointed as the President of The Boss Club of Malaysia from 2021 to 2023. Dato'Tan MS has been appointed as Chairman of the Board of Directors of Southern University College, Malaysia from 2018 to 2023. He is the brother of the executive Directors, namely Dato'Tan Mein Kwang and Mr. Tan Beng Sen, and the spouse of Datin Kong Siew Peng, the executive Director and the chief operation officer of the Group.

As at the Latest Practicable Date, Dato' Tan MS was deemed to be interested in all the Shares registered in the name of MBV Capital Limited (which owns 471,000,000 Shares of the Company and of which the entire issued share capital is 33.3% beneficially owned by M Dato' Tan MS), representing 75% of the issued shares of the Company. Saved as disclosed above, as at the Latest Practicable Date, Dato' Tan MS had no interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

Dato' Tan MS has entered into a director's service agreement with the Company on 28 February 2020, which may be terminated by giving the other party not less than one-month prior notice in writing. Dato' Tan MS is entitled to receive an annual remuneration of RM433,000. Besides Dato' Tan MS is entitled to a discretionary bonus as the Board may approve, provided that the aggregate amount of the bonus payable to all the Directors of the Company for any financial year of the Company shall not exceed 10% of the audited consolidated net profits of the Group after taxation and minority interests but before extraordinary items attributable to shareholders of the Company for the relevant year.

Mr. Tan Beng Sen (“Mr. Tan BS”)

Mr. Tan BS, aged 53, was appointed as the Company’s Director on 3 January 2019 and was redesignated as the Company’s executive Director on 10 April 2019. Mr. Tan BS attained senior middle three from Chong Hwa High School in Malaysia in October 1989. He has more than 20 years of experience in the apparel industry. He is one of the co-founders of the Group and a director of the group subsidiaries including Oren Holdings Limited, My Gift Holdings Limited, MBV (HK) Limited, Oren Sport Sdn. Bhd., UB Uniform Marketing (M) Sdn. Bhd., UB Apparel (M) Sdn. Bhd., Oren(PJ) Sdn. Bhd., Oren Sport (Klang) Sdn. Bhd., Oren Sport (Kepong) Sdn. Bhd., My Gift Universal Sdn. Bhd., Oren Sport (Cheras) Sdn. Bhd., Excel MBV Sdn. Bhd., Oren Sport (S) Pte. Ltd. And A Vision Apparel (S) Pte. Ltd.

Mr. Tan BS is the brother of the executive Directors, namely Dato’ Tan Meng Seng and Dato’ Tan Mein Kwang, and the brother-in-law of Datin Kong Siew Peng, the executive Director and chief operation officer of the Group.

As at the Latest Practicable Date, Mr. Tan BS was deemed to be interested in all the Shares registered in the name of MBV Capital Limited (which owns 471,000,000 Shares of the Company and of which the entire issued share capital is 33.3% beneficially owned by Mr. Tan BS), representing 75% of the issued shares of the Company. Saved as disclosed above, as at the Latest Practicable Date, Mr. Tan BS had no interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

Mr. Tan BS has entered into a director’s service agreement with the Company on 28 February 2020, which may be terminated by giving the other party not less than one-month prior notice in writing. Mr. Tan BS is entitled to receive an annual remuneration of RM419,000. Besides Mr. Tan BS is entitled to a discretionary bonus as the Board may approve, provided that the aggregate amount of the bonus payable to all the Directors of the Company for any financial year of the Company shall not exceed 10% of the audited consolidated net profits of the Group after taxation and minority interests but before extraordinary items attributable to shareholders of the Company for the relevant year.

Datin Kong Siew Peng (“Datin Kong”)

Datin Kong, aged 51, was appointed as the Company’s executive Director on 29 September 2023. She joined the Company in February 1998 and was appointed the salesperson of the Company in Malaysia and Singapore and had been the chief operation officer of the Group since 2010. She obtained a diploma in commerce from Southern College Malaysia in May 1995. From September 2013 to October 2014, she completed the Executive Program on Oriental-Western Wisdom and Business Management for CEOs at the School of Continuing Education in Tsinghua University. Datin Kong has been the vice president of the Alumni Association of Southern University College, Malaysia since February 2018. Datin Kong has over 20 years of experience in the apparel industry.

Datin Kong is the spouse of Dato’ Tan Meng Seng (“**Dato’ Tan MS**”) who is an executive Director and the chairman of the Board, and the sister-in-law of each of Dato’ Tan Mein Kwang, an executive Director, and Mr. Tan Beng Sen, an executive Director.

Datin Kong is deemed to be interested in 471,000,000 Shares under Part XV of the SFO through interest in all the Share held by her spouse, Dato' Tan MS.

Datin Kong has entered into a service agreement with the Company for an initial term of three years commencing from 29 September 2023, which shall, unless otherwise terminated, be renewable by successive term(s) of one year each. Either party may terminate the appointment by giving at least three months' notice in writing to the other party, regardless of whether the aforesaid initial term has expired. She is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association. Thereafter, she is also subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles of Association. Datin Kong will be entitled to an annual remuneration of RM515,000 (equivalent to approximately HK\$865,200), which was recommended by the remuneration committee of the Board and approved by the Board, and may also receive any discretionary bonus as may be determined by the Board from time to time.

Ms. Hou Yanli (侯豔麗女士) (“Ms. Hou”)

Ms. Hou, aged 40, was appointed as the Company's executive Director on 1 August 2023. She holds a bachelor's degree in financial management from Shandong University of Finance and Economics. Following her graduation, Ms. Hou served as the chief executive officer of Daren Group* (大人集團) from 2021 to 2022 and the president of the live streaming business group of WeTrade Group Inc (US: WETG) from 2019 to 2021. Ms. Hou founded the 3Q Children Talent School and from 2014 to 2019, she was responsible for the overall corporate operation and development. 3Q Children Talent School is a brand under Henan Aishang International Education Consulting Co., Ltd.* (河南艾尚國際教育諮詢有限公司). Henan Aishang International Education Consulting Co., Ltd.* (河南艾尚國際教育諮詢有限公司) is a company listed on the Central China Equity Exchange with the enterprise code of 204424. She possesses eight years of experience in financial accounting, auditing, fund settlement and other industries.

Ms. Hou has entered into a service agreement with the Company for an initial term of three years commencing from 1 August 2023, which shall, unless otherwise terminated, be renewable by successive term(s) of one year each. Either party may terminate the appointment by giving at least three months' notice in writing to the other party, regardless of whether the aforesaid initial term has expired. She is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association. Thereafter, she is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles of Association. Ms. Hou will be entitled to an annual remuneration of HKD600,000, which was recommended by the remuneration committee of the Board and approved by the Board, and may also receive any discretionary bonus as may be determined by the Board from time to time.

Mr. Au Wing Yuen (區永源先生) (“Mr. Au”)

Mr. Au, aged 47, was appointed as our independent non-executive Director on 28 February 2020. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. Mr. Au has over 15 years of experience in handling numerous valuation cases for private and public listed companies. Mr. Au is currently the managing director and shareholder of Masterpiece Valuation Advisory Limited and Riskory Consultancy Limited. Prior to setting up of the above corporates, Mr. Au worked for various valuation and corporate advisory firms, including DTZ (Debenham Tie Leung) as a senior valuer, Jones Lang LaSalle Sallmanns as valuation assistant manager and AVISTA Valuation Advisory Limited as director. Mr. Au has also been a guest speaker at the Chinese University of Hong Kong.

Mr. Au obtained a bachelor of planning and design and a bachelor of property and construction from the University of Melbourne in Australia and Master of Science in Real Estate from the University of Hong Kong. Mr. Au is an associate of the Australian Property Institute, a member of the Hong Kong Institute of Surveyors and a registered professional surveyor of the Hong Kong Surveyors Registration Board.

Mr. Au has entered into a director’s service agreement with the Company for a term of three years commencing from 8 July 2020, which may be terminated by giving the other party not less than one month’s prior notice in writing. Mr. Au is entitled to receive an annual remuneration of HK\$150,000.

Other disclosure pursuant to Rule 13.51(2) and paragraph 41 of Appendix D1A of the Listing Rules

Save as disclosed above, each of our Directors (i) did not hold other positions in our Company or other members of our Group as at the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as at the Latest Practicable Date; and (iii) did not hold any other directorships in listed public companies in the three years preceding the Latest Practicable Date.

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there were no other matters with respect to the appointment of the Directors that need to be brought to the attention of our Shareholders and there was no information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2) and paragraph 41 of Appendix D1A of the Listing Rules as at the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING

MBV INTERNATIONAL LIMITED

中國大人國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1957)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of MBV International Limited (the “**Company**”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on 17 May 2024 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors and the joint auditors of the Company for the year ended 31 December 2023.
2. To re-appoint Mazars CPA Limited and Mazars LLP as joint auditors of the Company and its subsidiaries for the year ending 31 December 2024 and authorise the board of directors of the Company to fix their remuneration.
3.
 - (A) To re-elect Dato’ Tan Meng Seng as an executive director of the Company.
 - (B) To re-elect Mr. Tan Beng Sen as an executive director of the Company.
 - (C) To re-elect Datin Kong Siew Peng as an executive director of the Company.
 - (D) To re-elect Ms. Hou Yanli as an executive director of the Company.
 - (E) To re-elect Mr. Au Wing Yuen as an independent non-executive director of the Company.
 - (F) To authorise the board of directors of the Company to fix directors’ remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph 4(c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company 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, subject to and in accordance with all applicable laws and the articles of association of the Company, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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 after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company 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 4(a) and 4(b) 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 or conversion rights attached to the warrants or the convertible securities 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 articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (3) the revocation or variation of such authority by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names stand on the register of members of the Company 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 recognised regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to paragraph 5(b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph 4(d) above) of all the 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 securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraphs 5(a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution, and the said approval shall be limited accordingly.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions numbered 4 and 5 as set out above, the aggregate nominal amount of the shares in the issued capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company pursuant to and in accordance with the said resolution numbered 5 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to and in accordance with the said resolution numbered 4.”

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

Hong Kong, 12 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. All resolutions at the annual general meeting 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 meeting, 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 meeting 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 meeting or any adjournment thereof.
5. A form of proxy for use at the meeting 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 14 May 2024 to 17 May 2024 (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 meeting, 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 13 May 2024.
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 Annual General Meeting, the Annual General Meeting 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 and the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the adjourned meeting.

The Annual General Meeting 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 meeting under bad weather conditions bearing in mind their own situations.