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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 licensed securities dealer, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in Perfect Group International Holdings Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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PERFECT GROUP

保發集團

**PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED**

**保發集團國際控股有限公司**

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

**(Stock Code: 3326)**

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

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A notice convening the AGM (as defined herein) to be held at The Garden Rooms (Narcissus Room), 2/F., The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 3 June 2024 at 9:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). If you do not intend to attend and vote at the AGM in person, you are requested to complete and return the form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

25 April 2024

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# CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction. ....	3
2. Proposed General Mandates to Issue and Repurchase Shares .....	4
3. Re-election of Retiring Directors. ....	5
4. AGM .....	5
5. Voting by Poll. ....	6
6. Responsibility Statement. ....	6
7. Closure of Register of Members. ....	6
8. Recommendation. ....	7
9. General Information. ....	7
<b>Appendix I — Explanatory Statement of the Repurchase Mandate</b> .....	I-1
<b>Appendix II — Details of Retiring Directors</b> .....	II-1
<b>Notice of Annual General Meeting</b> .....	AGM-1

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at The Garden Rooms (Narcissus Room), 2/F., The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 3 June 2024 at 9:30 a.m.
“Articles”	the existing articles of association of the Company
“Board”	the board of Director(s)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that, subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, any Shares repurchased under the Repurchase Mandate will be added to the number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the power of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution for approving the grant of such mandate

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## DEFINITIONS

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“Latest Practicable Date”	18 April 2024, 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
“PRC”	the People’s Republic of China, excluding (except where the context requires) Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the power of the Company to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing of the relevant resolution for approving the grant of such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of one-third Hong Kong cent each in the share capital of the Company
“Shareholder(s)”	holder(s) of the 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 of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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PERFECT GROUP

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**PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED**

**保發集團國際控股有限公司**

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

**(Stock Code: 3326)**

*Executive Directors*

Mr. Kan Kin Kwong (*Chairman*)

Ms. Shek Mei Chun

Mr. Chung Chi Keung

*Independent Non-executive Directors*

Mr. Lee Ka Wing

Mr. Fan Chor Ho

Mr. Wong Wai Keung Frederick

*Registered Office*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong*

26/F., YHC Tower

1 Sheung Yuet Road

Kowloon Bay

Hong Kong

25 April 2024

*To the Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM.

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## LETTER FROM THE BOARD

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Resolutions to be proposed at the AGM include ordinary resolutions to approve (i) the grant of each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of retiring Directors.

### 2. PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed:

- (i) to grant the Issue Mandate to the Directors to allot, issue and deal with new Shares up to a maximum of 20% of the number of issued Shares as at the date of passing of the relevant resolution;
- (ii) to grant the Repurchase Mandate to the Directors to repurchase Shares up to a maximum of 10% of the number of issued Shares as at the date of passing of the relevant resolution; and
- (iii) subject to the passing of the aforesaid ordinary resolutions approving the grant of the Issue Mandate and the Repurchase Mandate, to grant the Extension Mandate to the Directors to extend the Issue Mandate by adding thereto the number of Shares repurchased since the granting of the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of the authority by ordinary resolution of the Shareholders in general meeting.

An explanatory statement containing information relating to the Repurchase Mandate and as required under the Listing Rules is set out in Appendix I to this circular. This explanatory statement contains information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,341,009,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 134,100,900 Shares if the Repurchase Mandate is granted at the AGM and the maximum number of Shares which may be allotted, issued and/or dealt with pursuant to the Issue Mandate will be 268,201,800 Shares if the Issue Mandate is granted at the AGM.

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## LETTER FROM THE BOARD

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### 3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles, Mr. Chung Chi Keung and Mr. Wong Wai Keung Frederick shall retire as Directors at the AGM and, being eligible, offer themselves for re-election at the AGM.

The independent non-executive Director proposed for re-election at the AGM was identified by the management after having taken into account the skills and experience of the candidates. The Board considered that the re-appointment of Mr. Wong Wai Keung Frederick, who has a wide range of business and corporate governance experience, which will be beneficial to the Group's business development as well as corporate governance and thereby contribute to the diversity of the Board. The Company has received from Mr. Wong Wai Keung Frederick an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Mr. Wong Wai Keung Frederick independent under the Listing Rules.

Biographical details of each of the retiring Directors who offers himself for re-election at the AGM are set out in Appendix II to this circular.

Save as disclosed in this circular, there are no other matters in relation to the proposed re-election of Directors that need to be brought to the attention of the Shareholders.

### 4. AGM

The notice of AGM is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) the granting of each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and (ii) the re-election of the retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). If you do not intend to attend and vote at the AGM in person, you are requested to complete and return the form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof should you wish and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### 5. VOTING BY POLL

All the resolutions set out in the notice of AGM will be voted by way of poll in accordance with the Listing Rules and the Articles. The chairman of the AGM will explain the detailed procedures for conducting a poll at the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

After the conclusion of the AGM, 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.hkperjew.com.hk](http://www.hkperjew.com.hk).

### 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. CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 29 May 2024 to Monday, 3 June 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the AGM, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 28 May 2024.

In order to be eligible to receive the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 6 June 2024. The register of members of the



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## LETTER FROM THE BOARD

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Company will be closed from Friday, 7 June 2024 to Thursday, 13 June 2024, both days inclusive, during which period no transfer of Shares will be registered. Subject to the approval by the Shareholders of the proposed final dividend at the AGM, the proposed final dividend will be paid on or around Wednesday, 19 June 2024 to the Shareholders whose names appear on the register of members of the Company on Thursday, 13 June 2024.

### 8. RECOMMENDATION

The Directors are of the opinion that the proposed resolutions referred to in this circular and in the notice of AGM are in the best interests of the Company and the Shareholders as a whole. The Directors recommend that the Shareholders vote in favour of all the proposed resolutions as set out in the notice of AGM.

### 9. GENERAL INFORMATION

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

By order of the Board  
**Perfect Group International Holdings Limited**  
**Kan Kin Kwong**  
*Chairman*

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**APPENDIX I      EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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*This appendix contains the particulars required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Repurchase Mandate.*

**(1) SHAREHOLDERS' APPROVAL**

The Listing Rules provide that all repurchase of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval in relation to specific transactions.

**(2) EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,341,009,000 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 134,100,900 Shares, being 10% of the number of issued Shares as at the date of the AGM, during the period ending on 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 Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the authority by ordinary resolution of the Shareholders in general meeting.

**(3) SOURCE OF FUNDS**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

To the extent that the repurchase of Shares is funded entirely from the available cash flow or working capital facilities of the Company, there might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that repurchases of Shares under the Repurchase Mandate are carried out in full during the period in which the Repurchase Mandate is valid.

**(4) REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to enable the Company to repurchase Shares on the Stock Exchange. Such repurchases, which will only be made when the Directors believe that it will benefit the Company and the Shareholders as a whole, may, depending on market condition and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**(5) SHARE PRICES**

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

	<b>Price per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	0.214	0.190
May	0.208	0.182
June	0.205	0.187
July	0.200	0.183
August	0.205	0.170
September	0.233	0.170
October	0.209	0.169
November	0.198	0.172
December	0.176	0.152
<b>2024</b>		
January	0.176	0.156
February	0.170	0.169
March	0.185	0.161
April (up to the Latest Practicable Date)	0.205	0.176

**(6) DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSONS**

Under the Listing Rules, a company is prohibited from knowingly purchasing its shares on the Stock Exchange from a core connected person, that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate (as defined in the Listing Rules) of any of them, and a core connected person is prohibited from knowingly selling his/her/its shares to the company.

As at the Latest Practicable Date, none of the Directors and to the best of their knowledge, having made all reasonable enquiries, none of the close associates (as defined in the Listing Rules) of the Directors, had any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

As at the Latest Practicable Date, no core connected persons of the Company had notified the Company that they had any present intention to sell Shares to the Company or had undertaken not to sell any of the Shares held by them to the Company, in the event that the Company is authorised to make repurchases of the Shares.

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

**(7) TAKEOVERS CODE**

If as a result of a repurchase of Shares, 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. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Kan Kin Kwong was interested in 916,113,000 Shares, representing approximately 68.32% of the total issued Shares. As at the Latest Practicable Date, among the Shares, 29,154,000 Shares were directly held by Mr. Kan and the remaining 729,000,000 Shares, 57,339,000 Shares and 100,620,000 Shares were directly held by Immaculate Diamonds Limited (which is a company wholly-owned by Mr. Kan), King Jewel Limited (which is a company wholly-owned by Mr. Kan) and Classic Sapphire Holdings Limited (which is a company in which Mr. Kan controls one-third or more of the voting power at its general meetings), respectively. In the event that the Directors exercise the Repurchase Mandate in full and excluding the Shares which may be issued to Mr. Kan and his wife, Ms. Shek Mei Chun, upon the exercise of the share options granted or to be granted

to them under the share option scheme of the Company adopted on 14 December 2015, Mr. Kan's interests in the Shares will be increased to approximately 75.91% of the total issued Shares and such increase would not give rise to an obligation to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

On the basis that the issued share capital of the Company remains the same, the Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Repurchase Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

#### **(8) GENERAL**

The Company had not repurchased any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

The Listing Rules prohibit a company from repurchasing its securities on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The Directors consider that neither this explanatory statement nor the proposed Share repurchase under the Repurchase Mandate has any unusual features.

*The details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:*

### **Executive Director**

**Mr. Chung Chi Keung (“Mr. Chung”)**, aged 62, was appointed as an executive Director in August 2015. Mr. Chung is also a member of the remuneration committee. Mr. Chung joined Hong Kong Perfect Jewellery Company Limited (the background of which is set out in the definition of “HK Perfect” in the prospectus of the Company dated 22 December 2015) as an accountant in March 1990. Mr. Chung was appointed as a director of Hong Kong Perfect Jewellery Company Limited in November 2006. Mr. Chung was awarded a higher stage certificate for proficiency in accounting and a certificate of proficiency in cost accounting, both issued by the London Chamber of Commerce and Industry in 1982 and 1985 respectively. Mr. Chung also passed the intermediate examination of the Association of Accounting Technicians in December 1991. Mr. Chung has over 30 years of experience in the accounting industry.

Other than his directorship disclosed above, Mr. Chung has not held other positions with the Company and other members of the Group. Mr. Chung does not have any relationship with other Directors, senior management of the Company or substantial or controlling Shareholders (as respectively defined in the Listing Rules). As at the Latest Practicable Date, Mr. Chung had not held any directorship in any listed company in Hong Kong and other places in the last three years.

Mr. Chung is deemed to be interested in 30,375,000 Shares held by Classic Emerald Holdings Limited by virtue of being the sole shareholder of such company. Mr. Chung is also interested in 630,000 Shares which may be issued by the Company upon the exercise by Mr. Chung of the share options granted to him under the share option scheme conditionally adopted by the Company on 14 December 2015. Save as disclosed above, Mr. Chung did not have any other interests in the Shares and the underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Chung entered into a service contract with the Company, pursuant to which Mr. Chung was appointed as an executive Director for a term of three years commencing on 4 January 2022 unless and until terminated by either party by serving not less than three-months’ written notice. Mr. Chung will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles and the Listing Rules. The annual director’s fee and salary of Mr. Chung is HK\$1,545,000 and such other fringe benefits as the Board shall in its discretion deem appropriate. The remuneration of Mr. Chung was determined by the Board after considering the recommendation of the remuneration committee and with reference to the prevailing market

conditions, and the qualifications, experience, duties and responsibilities of Mr. Chung with the Company. Mr. Chung's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the AGM.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Chung that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Independent non-executive Director**

**Mr. Wong Wai Keung Frederick ("Mr. Wong")**, aged 68, was appointed as an independent non-executive Director in December 2015. Mr. Wong is also the chairman of the audit committee and a member of the remuneration committee.

Mr. Wong received a master's degree in electronic commerce from Edith Cowan University in Western Australia in February 2002. Mr. Wong has been a fellow of the Hong Kong Institute of Certified Public Accountants since June 1991 and a fellow of the Institute of Chartered Accountants in England and Wales since December 1993.

Mr. Wong has over 40 years of experience in accounting, finance, audit, tax and corporate finance with an international certified public accountant firm and listed companies in the United Kingdom, New Zealand, Hong Kong and Thailand. From April 1996 to March 1999, Mr. Wong was an executive director of Hwa Kay Thai Holdings Limited (currently known as China Solar Energy Holdings Limited), a company formerly listed on the Stock Exchange until it was delisted on 8 August 2022 (stock code: 155). From January 2001 to January 2011, Mr. Wong was the chief financial officer and company secretary of China Infrastructure & Logistics Group Ltd. (formerly known as CIG Yangtze Ports PLC), a company listed on the Stock Exchange (stock code: 1719 (since 29 January 2018)), and had been an independent non-executive director and a member of the audit committee, remuneration committee and nomination committee of such company since April 2014 and the chairman of the nomination committee of such company since October 2015 until he resigned from such positions in May 2022. Mr. Wong had been the chief financial officer of APAC Resources Limited, a company listed on the Stock Exchange (stock code: 1104), since January 2011 and had also acted as the company secretary of the company between April 2011 and December 2011 and since February 2013 until he resigned from such positions in July 2016 and had served as a consultant to the company between August 2016 to October 2016. Mr. Wong had been the chief financial officer of Asia Investment Finance Group Limited (currently known as International Genius Company), a company listed on the Stock Exchange (stock code: 0033), since 18 September 2017 and had also acted as the company secretary and authorised representative of such company since 25 September 2017 until he resigned from such positions on 3 November 2017. Mr. Wong has been an independent non-executive director, the chairman of the audit

committee and the risk management committee and a member of the remuneration committee and the nomination committee of Wah Sun Handbags International Holdings Limited, a company listed on the Stock Exchange (stock code: 2683), since 22 January 2018. Mr. Wong has been an executive director of CF Energy Corp. (formerly known as Changfeng Energy Inc.) (stock code: CFY), a company listed on the Toronto Venture Exchange) (stock code: TSXV), since 22 February 2019; an independent non-executive director, a member of the audit committee, the remuneration committee and the nomination committee of China Aoyuan Group Limited, a company listed on the Stock Exchange (stock code: 3883), since 24 February 2023; an executive director and a member of the risk committee after his redesignation from his former roles as an independent non-executive director, the chairman of the audit committee, a member of the nomination committee and the remuneration committee of Da Sen Holdings Limited, a company listed on the Stock Exchange (stock code: 1580), since 26 November 2020 until he resigned from such positions on 24 January 2022 and being retained as a consultant to the board of the company; and an independent non-executive director and the chairman of the audit committee of Burwill Holdings Limited, a company formerly listed on the Stock Exchange until it was delisted on 13 August 2021 (stock code: 24), since 14 September 2020 and 20 October 2020, respectively until he resigned from such positions on 11 August 2021.

Other than his directorship disclosed above, Mr. Wong has not held other positions with the Company and other members of the Group. Mr. Wong does not have any relationship with other Directors, senior management of the Company or substantial or controlling Shareholders (as respectively defined in the Listing Rules). Save as disclosed above, Mr. Wong had not held any directorship in any listed company in Hong Kong and other places in the last three years.

Mr. Wong is interested in 450,000 Shares which may be issued by the Company upon the exercise by Mr. Wong of the share options granted to him under the share option scheme conditionally adopted by the Company on 14 December 2015. Save as disclosed above, Mr. Wong did not have any other interests in the Shares and the underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Wong entered into an appointment letter with the Company for a term of three years commencing on 4 January 2022 unless and until terminated by either party by serving not less than three-months' written notice. Mr. Wong will be subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. The annual director's fee of Mr. Wong is HK\$216,000. The remuneration of Mr. Wong was determined by the Board after considering the recommendation of the remuneration committee and with reference to the director's fee paid by comparable companies, time commitment, his duties and responsibilities at the Company, the Company's remuneration policy and the average remuneration of all other independent non-executive Directors.



Save as disclosed above, there are no other matters in relation to the re-election of Mr. Wong that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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PERFECT GROUP

保發集團

**PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED**

**保發集團國際控股有限公司**

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

(Stock Code: 3326)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Perfect Group International Holdings Limited (the “**Company**”) (the “**AGM**”) will be held at The Garden Rooms (Narcissus Room), 2/F., The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 3 June 2024 at 9:30 a.m. for the following purposes:

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Director(s)**”) and the auditors of the Company for the year ended 31 December 2023;
2. to approve the payment of HK\$0.02 per share (the “**Share(s)**”) as the final dividend of the Company for the year ended 31 December 2023;
3. to re-elect the following retiring Directors:
  - (a) Mr. Chung Chi Keung; and
  - (b) Mr. Wong Wai Keung Frederick;
4. to authorise the board of Directors to fix the remuneration of the Directors;
5. to re-appoint Moore CPA Limited as the auditors of the Company to hold office until the conclusion of the next AGM and to authorise the board of Directors to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As special business, to consider and pass with or without alterations, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph 6(c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the power of the Company to allot, issue and deal with additional Shares in the share capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for the Shares or such convertible securities, and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 6(a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into Shares) which would or might require the exercise of such power 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 paragraph 6(a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue to eligible participants thereunder or rights to acquire the Shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the number of issued Shares as at 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 passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next AGM is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

**“Rights Issue”** means the allotment, issue or grant of Shares or securities convertible into Shares pursuant to an offer of Shares open for a period fixed by the Directors to the holders of Shares or of such securities or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or of such securities or any class thereof as at that date (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 applicable to the Company).”

7. As special business, to consider and pass with or without alterations, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph 7(c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the power of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased pursuant to the approval in paragraph 7(a) above during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next AGM;
  - (ii) the expiration of the period within which the next AGM is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
8. As special business, to consider and pass with or without alterations, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions nos. (6) and (7) above being passed, the general mandate granted to the Directors to exercise the power of the Company to allot, issue and deal with the Shares and to make or grant offers, agreements and options which would or might require the exercise of such power pursuant to resolution no. (6) above be and is hereby extended by adding thereto the number of Shares repurchased by the Company since the granting of the general mandate to the Directors to exercise the power of the Company to repurchase Shares pursuant to resolution no. (7) above, provided that such amount shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution.”

By order of the Board  
**Perfect Group International Holdings Limited**  
**Kan Kin Kwong**  
*Chairman*

Hong Kong, 25 April 2024

*Head Office and Principal Place of Business in Hong Kong*  
26/F., YHC Tower  
1 Sheung Yuet Road  
Kowloon Bay  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*As at the date hereof, the executive Directors are Mr. Kan Kin Kwong, Ms. Shek Mei Chun and Mr. Chung Chi Keung; and the independent non-executive Directors are Mr. Lee Ka Wing, Mr. Fan Chor Ho and Mr. Wong Wai Keung Frederick.*

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) (if he/she/it is the holder of two or more Shares) to attend and on a poll, vote instead of him/her at the AGM and the appointment shall specify the number of Shares in respect of which such proxy is so appointed. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the AGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such joint holders may vote, either in person or by proxy in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Shares shall be accepted to the exclusion of the votes of the other joint registered holders.

To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 29 May 2024 to Monday, 3 June 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 28 May 2024.

5. In order to be eligible to receive the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Thursday, 6 June 2024. The register of members of the Company will be closed from Friday, 7 June 2024 to Thursday, 13 June 2024, both days inclusive, during which period no transfer of Shares will be registered. Subject to the approval by the shareholders of the Company of the proposed final dividend at the AGM, the proposed final dividend will be paid on or around Wednesday, 19 June 2024 to the shareholders of the Company whose names appear on the register of members of the Company on Thursday, 13 June 2024.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in force any time after 7:00 a.m. on the date of the AGM, the AGM will be adjourned according to the articles of association. The Company will publish an announcement on the website of the Company at [www.hkperjew.com.hk](http://www.hkperjew.com.hk) and on the HKExnews website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company the date, time and venue of the rescheduled AGM.