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## **V.S. INTERNATIONAL GROUP LIMITED**

**威鉞國際集團有限公司**

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

**(stock code: 1002)**

### **NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of V.S. International Group Limited (the “Company”) will be held at V.S. Industry Berhad’s corporate office, No. 88, Jalan I-PARK SAC 5, Taman Perindustrian I-PARK SAC, 81400 Senai, Johor, Malaysia on Tuesday, 18 June 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution. Capitalised terms contained in the circular dated 24 May 2024 issued by the Company shall have the same meanings when used herein unless otherwise specified.

### **ORDINARY RESOLUTION**

**“THAT**

- (a) the Sale and Purchase Agreement, a copy of which has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for identification purpose, and the transactions as contemplated thereunder, including the issue of the Consideration Shares and the grant of the Call Option, be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of the Hong Kong Stock Exchange granting the approval of the listing of, and permission to deal in, the Consideration Shares to be issued by the Company as partial settlement of the Consideration pursuant to the Sale and Purchase Agreement, the Directors be and are hereby granted the specific mandate to allot and issue the Consideration Shares and take all such steps and do all such acts as may be necessary or expedient in order to give effect to the same; and

- (c) and any one Director be and is hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution.”

By order of the Board  
**V.S. International Group Limited**  
**Beh Kim Ling**  
*Chairman*

Zhuhai, the People’s Republic of China, 24 May 2024

*Principal place of business in Hong Kong:*

40th Floor, Jardine House

1 Connaught Place

Central

Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent him/her/it.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her/its attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (the “**Branch Registrar**”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 48 hours before the time of meeting (i.e. no later than 11:00 a.m. on Sunday, 16 June 2024 (Hong Kong time)) or any adjournment.
4. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint registered holders of a share in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto or if more than one of such joint holders are present at the meeting, 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. 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.

6. For the purpose of ascertaining Shareholders' right to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.
7. Where a "black" rainstorm warning is in force or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted or "extreme conditions" caused by super typhoons is in force at 8: 00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company ([www.vs-ig.com](http://www.vs-ig.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the Shareholders of the date, time and place of the rescheduled meeting. The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Having considered their own situations, Shareholders should decide on their own whether they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the board of directors of the Company ("**Directors**") comprises the following members:

***Executive Directors:***

Mr. Beh Kim Ling

Mr. Beh Chern Wei

Mr. Zhang Pei Yu (*Ms. Beh Hwee Sze  
as his alternate*)

***Independent non-executive Directors:***

Mr. Tang Sim Cheow

Ms. Fu Xiao Nan

Mr. Wan Mohd Fadzmi