

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **G-VISION INTERNATIONAL (HOLDINGS) LIMITED**

**環科國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock code: 657)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of G-Vision International (Holdings) Limited (the “**Company**”) will be held at City Chiu Chow Restaurant, 1st Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 16 August 2024 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 March 2024.
2.
  - (i) To re-elect Mr. Cheng Pak Lai, Lily as an executive director;
  - (ii) To re-elect Mr. Law Kwok Tai as an independent non-executive director;
  - (iii) To fix the maximum number of directors and to authorise the board of directors to appoint directors up to the maximum number determined; and
  - (iv) To authorise the board of directors to fix the remuneration of the directors.
3. To re-appoint PKF Hong Kong Limited as auditor and to authorise the board of directors to fix its remuneration.

\* *for identification purpose only*

4. As special business to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

**“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to purchase shares of the Company subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares to be purchased pursuant to the approval in sub-paragraph (a) above shall not exceed 10% of the aggregate number of the issued shares of the Company (excluding treasury shares of the Company, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes 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 annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws 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.”

5. As special business to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) Subject to sub-paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or warrants or similar rights to subscribe for any shares in the Company, to resell treasury shares of the Company 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 sub-paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of share allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) together with the treasury shares of the Company resold by the directors of the Company pursuant to the approval in sub-paragraph (a) above, otherwise than pursuant to shares issued as a result of a Rights Issue or pursuant to any Option Scheme for the time being adopted by the Company, or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company's Bye-laws, shall not exceed the sum of 20% of the aggregate number of issued shares of the Company (excluding treasury shares of the Company, if any) as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes 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 annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution 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 of the Company to holders of shares on the register 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 legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

“Option Scheme” means a share option scheme or similar arrangement for the time being adopted for the grant or issue to eligible person of rights to acquire shares in the Company.”

6. As special business to consider and if thought fit, pass with or without modifications, the following resolution as an ordinary resolution of the Company:

“**THAT** the general mandate granted to the directors of the Company pursuant to resolution 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the addition to the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate number of shares in the capital of the Company repurchased by the Company since the granting of such general mandate pursuant to the exercise by the directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the aggregate number of the issued shares of the Company (excluding treasury shares of the Company, if any) as at the date of passing this resolution.”

7. As special business to consider and if thought fit, pass with or without modifications, the following resolution as a special resolution of the Company:

“**THAT:**

- (a) the proposed amendments to the existing Bye-laws of the Company (the “**Proposed Amendments**”) as set out in Appendix II to the circular of the Company dated 15 July 2024 which contains this notice be and are hereby approved;
- (b) the new Bye-laws of the Company, a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting, which consolidates all the Proposed Amendments, be and is hereby approved and adopted in substitution for and to the exclusion of the existing Bye-laws of the Company in force immediately before the passing of this special resolution; and

- (c) the directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to sign and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By order of the Board  
**Cheng Pak Ming, Judy**  
Company Secretary

Hong Kong, 15 July 2024

*Hong Kong branch share registrar:*  
Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen’s Road East  
Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy needs not be a member of the Company.
- (2) In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting. Delivery of the instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) The register of members of the Company will be closed from 13 August 2024 to 16 August 2024, both days inclusive, for the purpose of establishing entitlement of shareholders to attend and vote at the meeting. During such period, no transfer of shares will be registered. All transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 12 August 2024.
- (4) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board comprises Mr. Cheng Hop Fai (Chairman and Managing Director), Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily as executive Directors; and Mr. Law Toe Ming, Mr. Hung Chi Yuen, Andrew, Mr. Yuen Shiu Cheong, Johnny and Mr. Law Kwok Tai as independent non-executive Directors.*