THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bauhaus International (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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bauhaus

Bauhaus International (Holdings) Limited

包浩斯國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 483)

RE-ELECTION OF DIRECTORS, GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice of annual general meeting of Bauhaus International (Holdings) Limited to be held at 3:00 p.m. on Monday, 18 August 2025 at Jade Room, Artyzen Club, 401A, 4/F., Shun Tak Centre, 200 Connaught Road Central, Hong Kong is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

18 July 2025

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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 Group. 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.

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

"Annual General Meeting"	the annual general meeting of the Company for the year ended 31 March 2025 to be held at 3:00 p.m. on Monday, 18 August 2025 at Jade Room, Artyzen Club, 401A, 4/F., Shun Tak Centre, 200 Connaught Road Central, Hong Kong or any adjournment thereof
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Associates"	has the same meaning as ascribed to it under the Listing Rules
"Board"	the board of Directors
"Companies Act"	the Companies Act, Chapter 22 (Revised) of the Cayman Islands
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
"Company"	Bauhaus International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the main board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its Subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	11 July 2025, 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
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subsidiary"	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance whether incorporated in Hong Kong or elsewhere and "Subsidiaries" shall be construed accordingly
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"%"	per cent.

bauhaus

Bauhaus International (Holdings) Limited

包浩斯國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 483)

Executive Directors:
Madam Tong She Man, Winnie
(Chairlady)
Mr. Yeung Yat Hang
(Chief Executive Officer)

Independent non-executive Directors:
Ms. Choi Sze Man, Mandy
Ms. Hui Mei Sum Virginia Ann
Mr. Tsui Ka Yiu

Registered office:
P.O. Box 902
Second Floor, Century Yard
Cricket Square
Grand Cayman KY1-1103
Cayman Islands

Head office and principal place of business in Hong Kong:
1/F., Wofoo Building
204-210 Texaco Road
Tsuen Wan
New Territories
Hong Kong

18 July 2025

To the Shareholders

Dear Sir/Madam,

RE-ELECTION OF DIRECTORS, GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give Shareholders the notice of the Annual General Meeting and provide the Shareholders with details regarding (i) the re-election of Directors retiring at the Annual General Meeting; and (ii) the grant of general mandates to the Directors to issue and repurchase the Shares. Such proposals will be dealt with at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

Pursuant to Article 87 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or if their number is not 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 shall be subject to retirement by rotation at least once every three years.

Pursuant to Article 86(3) of the Articles of Association, 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 vacancy on the Board or as an addition to the existing Board. Any Director so appointment by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

Accordingly, Madam Tong She Man, Winnie, Ms. Hui Mei Sum Virginia Ann and Mr. Tsui Ka Yiu, who have to retire by rotation pursuant to the Articles of Association, shall retire by rotation at the Annual General Meeting, and being eligible will offer themselves for re-election at the Annual General Meeting. Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

The nomination committee of the Company has reviewed the biographical details of Madam Tong She Man, Winnie, Ms. Hui Mei Sum Virginia Ann and Mr. Taui Ka Yiu and their fulfilment of nomination criteria set out in the nomination policy of the Company and considered the diversity aspects set out in the board diversity policy of the Company. Accordingly, the nomination committee of the Company and Board recommends Madam Tong She Man, Winnie, Ms. Hui Mei Sum Virginia Ann and Mr. Tsui Ka Yiu to be re-elected at the Annual General Meeting.

GENERAL MANDATES

At the Annual General Meeting, separate ordinary resolutions will be proposed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the number of issued shares of the Company as at the date of the passing of such resolution (the "**Issue Mandate**"); (ii) to repurchase issued and fully paid Shares on the Stock Exchange up to a maximum of 10% of the number of issued shares of the Company as at the date of passing of such resolution (the "**Repurchase Mandate**"); and (iii) to add the aggregate number of the Shares repurchased by the Company to the Issue Mandate.

As at the Latest Practicable Date, the Company had 367,380,000 Shares in issue. Subject to the passing of the proposed resolutions for the grant of the general mandates as mentioned above and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would result in up to 36,738,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution referred to herein or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, and the Directors will be authorised to allot and issue under the Issue Mandate as mentioned above up to 73,476,000 Shares, and to the extent the Repurchase Mandate is exercised, plus the number of Shares representing the aggregate number of shares of the Company repurchased by the Company under the Repurchase Mandate.

The Directors wish to state that they have no present intention to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

The explanatory statement required by the Listing Rules to provide requisite information to you for your consideration of the Repurchase Mandate is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of Annual General Meeting is set out in pages 12 to 15 of this circular.

A form of proxy for use at the Annual General Meeting is also enclosed with this circular. 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 thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting.

VOTE BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, all votes will be taken by way of poll.

RECOMMENDATION

The Directors consider that the proposals for re-election of Directors, the grant of the general mandates to issue and repurchase Shares and amendments to the existing Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders to vote in favour of the resolutions as set out in the notice of Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Bauhaus International (Holdings) Limited
Madam Tong She Man, Winnie
Chairlady

The details of the retiring Directors proposed for re-election at the Annual General Meeting are set out below:

(a) Madam Tong She Man, Winnie

Madam Tong She Man, Winnie ("**Madam Wong**"), aged 66, is the Co-founder, the Chairlady and the Authorised Representative of the Group. She was a former Executive Director from October 2004 to March 2009. Madam Tong is responsible for strategic retail portfolio management, merchandising strategies, and the Group's cost-control objectives. Madam Tong has extensive experience in the fashion industry. She conceived the concept and brand name "SALAD", the critical in-house brand of the Group. Madam Tong was awarded the diploma by Hong Kong Shue Yan College (Department of Journalism) in 1983. Madam Tong is one of the directors of New Huge Treasure Investments Limited, a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

As at the Latest Practicable Date, Madam Tong is interested in 216,218,000 Shares, representing approximately 58.85% of the Company's issued share capital, within the meaning of Part XV of the SFO, which comprise (a) 34,068,000 Shares held by Great Elite Corporation, the entire issued capital of which is owned by Madam Tong; (b) 180,000,000 Shares held by New Huge Treasure Investments Limited, which in turn is held by Yate Enterprises Limited as to 100%. Yate Enterprises Limited is in turn held by East Asia International Trustees Limited as to 100% as the trustee of The Tong & Wong Family Trust, a discretionary trust co-established by Madam Tong; and (c) 2,150,000 Shares held directly by Madam Tong as the beneficial owner. Madam Tong is also one of the beneficiaries of The Tong & Wong Family Trust.

Madam Tong renewed her service agreement with the Company for a term of three years commencing from 1 May 2023, which may be terminated by either party thereto by giving to the other six months' prior notice in writing. Under the service contract, after each completed year of service, the remuneration payable to her may, subject to the discretion of the Directors, be adjusted and she will be entitled to a discretionary bonus provided that the total amount of bonuses payable to all Directors for such year shall not exceed HK$5 million. She will be entitled to all reasonable out-of-pocket expenses, the use of cars and fuel and maintenance (including insurance) expenses in respect of the cars used by her. She is entitled to a basic salary (excluding discretionary bonus, share option and benefits in kind) of HK$1,370,400 per annum. Her remuneration is determined by the Board with reference to her qualification, experience and responsibilities to be undertaken. Madam Tong was not aware of any other matters that need to be brought to the attention of the Shareholders.

Save being an executive Director, an authorised representative and the Chairlady of the Group, Madam Tong was also a director of certain subsidiaries of the Group. Save as disclosed above, Madam Tong does not hold any other position with the Group. Madam Tong does not hold, and has not held other directorships in listed public companies during the last three years. Save as disclosed herein, Madam Tong did not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company as at the Latest Practicable Date.

Madam Tong confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Madam Tong.

(b) Ms. Hui Mei Sum Virginia Ann

Ms. Hui Mei Sum Virginia Ann ("**Ms. Hui**"), aged 60, is a practising accountant with 30 years of managerial experience in audit and business consultancy. Ms. Hui graduated from State University of New York at Binghamton in the United States of America in 1989 with a Master Degree in Accounting. She has been a fellow member of the Hong Kong Institute of Certified Public Accountants since 1999. Currently, she is a managing director and practitioner of her public practice in Hong Kong.

As at the Latest Practicable Date, Ms. Hui was not interested in any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Ms. Hui entered into an appointment letter with the Company for a term of one (1) year commencing from 28 June 2025, which may be terminated by either party by giving to the other three (3) months' prior notice in writing and is subject to rotation in accordance with the Articles of Association. Ms. Hui is entitled to an annual remuneration of HK$80,000, which is determined with reference to her duties and responsibility with the Company, and subject to adjustment as appropriate in the future as determined by the Company. Her future remuneration will be subject to review by the Remuneration Committee from time to time pursuant to the power conferred on it by the Board.

Save as being an independent non-executive Director, Ms. Hui did not hold any other positions with the other members of the Group. Ms. Hui also did not hold other directorship in listed public companies during the last three years. She did not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company as at the Latest Practicable Date.

Ms. Hui has confirmed that she meets the independence criteria set out in Rule 3.13 of the Listing Rules. The Board is satisfied that Ms. Hui meets the independence guidelines set out in Rule 3.13 of the Listing Rules and she is independent.

Ms. Hui confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Ms. Hui.

(c) Mr. Tsui Ka Yiu

Mr. Tsui Ka Yiu ("**Mr. Tsui**"), aged 55, has been a member of the Hong Kong Institute of Certified Public Accountants from July 1995 and the Association of Chartered Certified Accountants from January 2000. He has also been a CFAR Charterholder since September 2008 and a professional member of the Royal Institution of Chartered Surveyors since 2018. Mr. Tsui is currently running his own consulting practice under the name of Dickson Consulting Service Limited to provide financial, management and information technology consulting services. He is also currently employed as a project manager in LYFE Capital Investment Management (Hong Kong) Limited. Before working on his own, Mr. Tsui had worked as auditor in Ernst & Young for five years, and also worked as internal audit manager, and financial controller in Electrolux China, a household and professional appliances manufacturer for five years. Mr. Tsui graduated from the Hong Kong Baptist College with a Bachelor of Business Administration (Honours) degree in January 1992 and earned his Bachelor of Law degree from University of London in August 2018 and his Master of Science in Real Estate from University College of Estate Management in 2021.

As at the Latest Practicable Date, Mr. Tsui was not interested in any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Mr. Tsui entered into an appointment letter with the Company for a term of one (1) year commencing from 28 June 2025, which may be terminated by either party by giving to the other three (3) months' prior notice in writing and is subject to rotation in accordance with the Articles of Association. Mr. Tsui is entitled to an annual remuneration of HK$80,000, which is determined with reference to his duties and responsibility with the Company, and subject to adjustment as appropriate in the future as determined by the Company. His future remuneration will be subject to review by the Remuneration Committee from time to time pursuant to the power conferred on it by the Board.

Save as being an independent non-executive Director, Mr. Tsui did not hold any other positions with the other members of the Group. Mr. Tsui also did not hold other directorship in listed public companies during the last three years. He did not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company as at the Latest Practicable Date.

Mr. Tsui has confirmed that he meets the independence criteria set out in Rule 3.13 of the Listing Rules. The Board is satisfied that Mr. Tsui meets the independence guidelines set out in Rule 3.13 of the Listing Rules and he is independent.

Mr. Tsui confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Tsui.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Repurchase Mandate for your consideration.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

(b) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of the proposed resolution granting the Repurchase Mandate.

As at the Latest Practicable Date, the Company had 367,380,000 Shares in issue. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would result in up to 36,738,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution granting the Repurchase Mandate or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

(c) Reason for repurchase

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase shares of the Company on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net 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.

(d) Funding of repurchase

In repurchasing shares, a company may only apply funds legally available for such purpose in accordance with its constitutive documents and the laws of the jurisdiction in which the company was incorporated.

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate was to be exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

(e) Connected parties

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of their close Associates has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

(f) Undertaking by Directors

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

(g) Takeovers Code

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholder (as defined in the Listing Rules), together with their parties acting in concert and their respective Associates, were beneficially interested in 228,118,000 Shares representing approximately 62.09% of the issued shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the interests of the substantial Shareholder, together with their respective Associates, in the Company would be increased to approximately 68.99% of the issued shares, which will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in the amount of Shares held by the public being reduced to less than 25% of the total issued shares of the Company nor to an extent as would result in an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

2. SHARE REPURCHASE AND MARKET PRICES

During the six months preceding the Latest Practicable Date, no Shares have been repurchased or redeemed by the Company.

During each of the previous 12 months, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

Month	Per Share	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2024		
July	0.330	0.300
August	0.315	0.240
September	0.240	0.223
October	0.330	0.248
November	0.260	0.205
December	0.249	0.200
2025		
January	0.239	0.200
February	0.220	0.185
March	0.220	0.170
April	0.180	0.160
May	0.175	0.160
June	0.295	0.168
July (up to Latest Practicable Date)	0.265	0.232

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Bauhaus International (Holdings) Limited

包浩斯國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 483)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Bauhaus International (Holdings) Limited (the "**Company**") will be held at Jade Room, Artyzen Club, 401A, 4/F., Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 18 August 2025 at 3:00 p.m. to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2025 and the reports of the directors of the Company (the "**Director**") and auditors of the Company for the year ended 31 March 2025.

2. A. To re-elect Madam Tong She Man, Winnie as a Director.

   B. To re-elect Ms. Hui Mei Sum Virginia Ann as a Director.

   C. To re-elect Mr. Tsui Ka Yiu as a Director.

   D. To authorise the board of Directors to fix the remuneration of the Directors.

3. To re-appoint the Company's auditor and to authorise the board of Directors to fix its remuneration.

4. To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:

   A. "**THAT**:

      (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

      (b) the approval in paragraph (a) above shall authorise the Directors 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 shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined below); (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the number of shares of the Company in issue 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 articles of association of the Company or any applicable law to be held; or

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company or any class of the Company thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof as at that date (subject to such exclusion 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, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

B. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the issued shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited, and that the exercise by the Directors of all the powers of the Company to repurchase such shares, subject to and in accordance with all applicable laws or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

(b) in addition, the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;

(c) the aggregate number of shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the number of shares of the Company in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) above 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 articles of association of the Company or any applicable law to be held; or

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

C. "**THAT** conditional upon the passing of Resolutions no. 4A and 4B as set out in the notice convening the meeting of which this resolution forms part, the aggregate number of shares of the Company which are repurchased by the Company pursuant to and in accordance with the said Resolution no. 4B shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with Resolution no. 4A as set out in the notice convening the meeting of which this resolution forms part."

By Order of the Board
Bauhaus International (Holdings) Limited
Tong She Man, Winnie
Chairlady

Hong Kong, 18 July 2025

As at the date of this notice, the executive Directors are Madam Tong She Man, Winnie and Mr. Yeung Yat Hang; the independent non-executive Directors are Ms. Choi Sze Man, Mandy, Ms. Hui Mei Sum Virginia Ann and Mr. Tsui Ka Yiu.

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.

2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company.

3. In order to be valid, the form of proxy must be lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.

4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

5. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, 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 in respect of the joint holding.

6. The register of members of the Company will be closed from Wednesday, 13 August 2025 to Monday, 18 August 2025, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for voting at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m., on Tuesday, 12 August 2025.