THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in KNT Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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KNT

KNT HOLDINGS LIMITED

嘉藝控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1025)

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

The notice convening the Annual General Meeting of KNT Holdings Limited to be held at 30/F, EW International Tower, No. 120 Texaco Road, Tsuen Wan, New Territories, Hong Kong on Friday, 22 August 2025 at 11:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 20 August 2025 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment meeting if they so wish. In such event, the instrument appointing a proxy will be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.kntholdings.com).

References to time and dates in this circular are to Hong Kong time and dates.

** For identification purpose only*

25 July 2025

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

"Annual General Meeting"	the annual general meeting of the Company to be held at 30/F, EW International Tower, No. 120 Texaco Road, Tsuen Wan, New Territories, Hong Kong on Friday, 22 August 2025 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company currently in force
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Companies Law"	the Companies Law of the Cayman Islands
"Company"	KNT Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares, or to resell or transfer any Treasury Shares held under the name of the Company, not exceeding 20% of the total number of issued Shares (excluding Treasury Shares (if any)) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting

"Latest Practicable Date"	17 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.20 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
"Share Repurchase Mandate"	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares (if any)) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules

KNT

KNT HOLDINGS LIMITED
嘉藝控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1025)

Executive Directors:
Mr. Chong Sik
Mr. Chong Pun
Mr. Lam Chi Yuen
Mr. Tsui Wing Tak
Ms. Wu Zongmei

Independent Non-executive Directors:
Mr. Lau Koong Yep
Mr. Yuen King Sum
Mr. Chan Kai Chung

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111 Cayman Islands

Headquarters and principal place of business in Hong Kong:
30th Floor
EW International Tower
No. 120 Texaco Road
Tsuen Wan, New Territories
Hong Kong

25 July 2025

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 22 August 2025.

* *For identification purpose only*

2. PROPOSED RE-ELECTION OF DIRECTORS

According to Article 84 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 at an annual general meeting at least once every three years. Mr. Lau Koong Yep and Mr. Yuen King Sum shall retire at the Annual General Meeting pursuant to Article 84 of the Articles of Association. According to Article 83 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting after his/her appointment and be subject to re-election at such meeting. As such, Mr. Tsui Wing Tak, Ms. Wu Zongmei and Mr. Chan Kai Chung who had been appointed by the Board on 18 November 2024 and 16 December 2024, respectively, shall hold office until the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The nomination committee of the Company has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considered that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and satisfied with all retiring Directors' contribution to the Company, which will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 26 August 2024, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares (if any)) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 20,218,372 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 26 August 2024, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares or to resell or transfer any Treasury Shares held under the name of the Company, if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares or to resell or transfer any Treasury Shares held under the name of the Company not exceeding 20% of the total number of issued Shares (excluding Treasury Shares (if any)) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 40,436,744 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.kntholdings.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 20 August 2025 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment meeting if you so wish. In such event, the form of proxy will be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
KNT Holdings Limited
Chong Sik
Chairman and Executive Director

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

TSUI WING TAK, EXECUTIVE DIRECTOR

Mr. Tsui Wing Tak (徐永得先生) ("Mr. Tsui"), aged 56, has been appointed as an executive Director on 18 November 2024. Mr. Tsui is an independent non-executive director of Bingo Group Holdings Limited (stock code: 8220) and Huakang Biomedical Holdings Company Limited (stock code: 8622), which the shares of both companies are listed on the GEM of the Stock Exchange, since August 2020 and January 2025 respectively. Mr. Tsui has over 30 years of corporate finance and accounting experience. He was an executive director of CBK Holdings Limited (stock code: 8428), a company listed on the GEM of the Stock Exchange, from December 2020 to September 2024.

Mr. Tsui obtained a degree of Bachelor of Economics from Macquarie University in Australia in 1992. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia.

Save as disclosed above, Mr. Tsui has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Tsui has entered into a service contract with the Company under which he agreed to act as an executive Director for a period of three years commencing from 18 November 2024 and expiring on the third anniversary of the date of the service contract. He is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

Mr. Tsui does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Tsui was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations.

Under the service contract entered into between Mr. Tsui and the Company, Mr. Tsui is entitled to receive service fee of HK$360,000 per annum acting as an executive Director. The above emoluments of Mr. Tsui have been determined with reference to his experience, responsibility, workload and the time devoted to the Group, individual performance and the performance of the Group and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

WU ZONGMEI, EXECUTIVE DIRECTOR

Ms. Wu Zongmei (吳宗梅女士) ("Ms. Wu"), aged 39, has been appointed as an executive Director on 16 December 2024. Ms. Wu has over 14 years' experience in finance, accounting and management.

Ms. Wu holds a Master of Finance degree from Renmin University of China and Bachelor of Sciences from Beijing JiaoTong University. She is currently a Certified Public Accountant in PRC.

Ms. Wu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Wu has entered into a service contract with the Company under which she agreed to act as an executive Director for a period of three years commencing from 16 December 2024 and expiring on the third anniversary of the date of the service contract. She is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

Ms. Wu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Wu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations.

Under the service contract entered into between Ms. Wu and the Company, Ms. Wu is entitled to receive service fee of HK$240,000 per annum acting as an executive Director. The above emoluments of Ms. Wu have been determined with reference to her experience, responsibility, workload and the time devoted to the Group, individual performance and the performance of the Group and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

LAU KOONG YEP, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lau Koong Yep (劉冠業先生) ("Mr. Lau"), aged 48, was appointed as an independent non-executive Director on 31 January 2019. Mr. Lau was awarded a Bachelor of Business Administration degree in Quantitative Analysis for Business Student (minoring Finance) from the City University of Hong Kong in July 1999. He was in the direct selling and social commerce industry for over 24 years. Mr. Lau is currently the Regional Managing Director of Mainland China, Hong Kong, Taiwan and Japan of Envisionary Life LLC. Mr Lau worked with Viiva, LLC and served as the Global Director, Global Chief Operating Officer and International Chief Executive Officer from July 2021 to September 2023. He worked with Lotus Wellness Limited* (荷康人體博物館管理服務(馬鞍山)有限公司) from June 2020 to June 2021 with his last position as the chief executive officer. He worked with Jason Pharmaceuticals Inc., a wholly owned subsidiary of Medifast, Inc. (a company listed in the New York Stock Exchange with stock code: MED) from October 2018 to June 2020 with his last position as the market vice president of

business development for Asia Pacific. He worked with WeMedia Shopping Network Technology Co. Limited ("WeMedia") from February 2017 to October 2017 with his last position as the chief operating officer. Before Mr. Lau joined WeMedia, he worked with NU SKIN Enterprises Hong Kong, LLC from June 2012 to December 2016 with his last position as a vice president, executive partners Greater China. He also worked with USANA Hong Kong Limited from 2011 to 2012, Market Hong Kong Limited from 2007 to 2010 and Herbalife International of Hong Kong Limited from 2001 to 2004.

Save as disclosed above, Mr. Lau has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lau has entered into a letter of appointment with the Company under which he agreed to act as an independent non-executive Director for a period of three years until terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

Mr. Lau does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lau was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations.

Under the letter of appointment entered into between Mr. Lau and the Company, Mr. Lau is entitled to a director's fee of HK$120,000 per annum acting as an independent non-executive Director. The above emoluments of Mr. Lau have been determined with reference to his experience, responsibility, workload and the time devoted to the Group, individual performance and the performance of the Group and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

YUEN KING SUM, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Yuen King Sum (袁景森先生), ("Mr. Yuen"), aged 61, was appointed as an independent non-executive Director on 31 January 2019. Mr. Yuen graduated from Hang Seng School of Commerce (now known as The Hang Seng University of Hong Kong) with a Diploma in Business Studies in July 1984. He was admitted as a Fellow of Life Management Institute in 1987.

Mr. Yuen has over 30 years of experience in the operation, marketing and management of insurance companies. He worked with Hong Kong Family Insurance Company Limited as an administrative assistant from August 1984 to July 1987, and subsequently worked with American International Underwriters, Limited (now known as AIG Insurance Hong Kong Limited) from November 1987 to March 2010 as an insurance agent. Since July 2010, Mr. Yuen has been working with Finexis Advisory (HK) Limited and is presently holding the position as chief agency officer.

Mr. Yuen has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Yuen has entered into a letter of appointment with the Company under which he agreed to act as an independent non-executive Director for a period of three years until terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

Mr. Yuen does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Yuen was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations.

Under the letter of appointment entered into between Mr. Yuen and the Company, Mr. Yuen is entitled to a director's fee of HK$120,000 per annum acting as an independent non-executive Director. The above emoluments of Mr. Yuen have been determined with reference to his experience, responsibility, workload and the time devoted to the Group, individual performance and the performance of the Group and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

CHAN KAI CHUNG, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chan Kai Chung (陳繼忠先生) ("Mr. Chan"), aged 46, has been appointed as an independent non-executive Director on 16 December 2024. Mr. Chan has over 20 years' experience in auditing, accounting and risk consulting.

Mr. Chan holds a Bachelor of Art in Accountancy from The Hong Kong Polytechnic University. He is currently a member of The Association of Chartered Certified Accountants, Information Systems Audit and Control Association and The Institute of Internal Auditor.

Mr. Chan has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Chan has entered into a letter of appointment with the Company under which he agreed to act as an independent non-executive Director for a period of one year commencing from 16 December 2024 provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other not less than one month's prior notice in writing. He is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

Mr. Chan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Chan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations.

Under the letter of appointment entered into between Mr. Chan and the Company, Mr. Chan is entitled to receive service fee of HK$120,000 per annum acting as an independent non-executive Director. The above emoluments of Mr. Chan have been determined with reference to his experience, responsibility, workload and the time devoted to the Group, individual performance and the performance of the Group and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

OTHER INFORMATION

Save as disclosed above, there is no information which is discloseable nor the above Directors involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning the above Directors that need to be brought to the attention of the Shareholders.

The English translation of terms or names in Chinese which are marked with "" is for identification purposes only. In the events of any inconsistency, the Chinese terms or names shall prevail.*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 202,183,720 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 202,183,720 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 20,218,372 Shares, representing 10% of the total number of Shares (excluding Treasury Shares (if any)) in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Directors propose that the repurchase of Shares under the Share Repurchase Mandate would be financed from the Company's internal resources.

The Company may only apply funds legally available for share repurchase in accordance with the Articles of Association, the Companies Law and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2025) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest	Lowest
	HK$	*HK$*
2024		
July*	0.067	0.042
August*	0.062	0.032
September*	0.052	0.029
October*	1.080	0.445
November	0.485	0.310
December	0.400	0.315
2025		
January	0.350	0.270
February	0.385	0.258
March	0.680	0.310
April	0.570	0.220
May	0.320	0.237
June	0.335	0.240
July (up to the Latest Practicable Date)	0.320	0.244

* *The prices have been adjusted having taken into account the share consolidation effective on 31 October 2024 by consolidating every twenty (20) issued and unissued existing Shares with par value of HK$0.01 each in the share capital of the Company into one (1) consolidated Share with par value of HK$0.20 each.*

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Lam Yu Chor Paul ("Mr. Lam") was deemed to be interested in 29,176,000 Shares, representing approximately 14.43% of the total issued share capital of the Company (excluding Treasury Shares). These shares were held by Goldstone 1 LPF, a company wholly owned by Goldstone Wealth Management Limited ("Goldstone Wealth"). Goldstone Wealth was a company wholly owned and controlled by Mr. Lam. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of Mr. Lam would be increased to approximately 16.03% of the issued share capital of the Company (excluding Treasury Shares). The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Share Repurchase Mandate.

In addition, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

9. STATUS OF REPURCHASED SHARES

The Company may cancel any repurchased Shares and/or hold them as Treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

KNT

KNT HOLDINGS LIMITED

嘉藝控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1025)

Notice is hereby given that the Annual General Meeting of KNT Holdings Limited (the "Company") will be held at 30/F, EW International Tower, No. 120 Texaco Road, Tsuen Wan, New Territories, Hong Kong on Friday, 22 August 2025 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 March 2025.

2(a). To re-elect Mr. Tsui Wing Tak as an executive director of the Company.

2(b). To re-elect Ms. Wu Zongmei as an executive director of the Company.

2(c). To re-elect Mr. Lau Koong Yep as an independent non-executive director of the Company.

2(d). To re-elect Mr. Yuen King Sum as an independent non-executive director of the Company.

2(e). To re-elect Mr. Chan Kai Chung as an independent non-executive director of the Company.

2(f). To authorise the board of directors to fix the respective directors' remuneration.

3. To re-appoint Infinity CPA Limited as auditors and to authorise the board of directors to fix their remuneration.

* *For identification purpose only*

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

"**THAT**:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares (excluding treasury shares (if any)) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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 articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

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

"**THAT**:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares (excluding treasury shares (if any)) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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 articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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)."

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

"**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the "Notice"), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of treasury shares out of treasury) by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares (excluding treasury shares (if any)) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution)."

By the Order of the Board
KNT Holdings Limited
Chong Sik
Chairman and Executive Director

Hong Kong, 25 July 2025

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited 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 not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on Wednesday, 20 August 2025 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of 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.

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 19 August 2025 to Friday, 22 August 2025, both dates inclusive, during which period no transfer of shares will be registered. The record date will be Friday, 22 August 2025. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents 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 for registration not later than 4:30 p.m. on Monday, 18 August 2025.

5. A circular containing further details concerning items 2, 4, 5 and 6 set out in the above notice will be sent to all shareholders of the Company together with the 2025 Annual Report.

6. If tropical cyclone warning signal number 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning is in force at 8:00 a.m. or any time after 8:00 a.m. on 22 August 2025, the Annual General Meeting will not be held on 22 August 2025 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. "Business Day", in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong.

7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises five executive Directors, namely, Mr. Chong Sik, Mr. Chong Pun, Mr. Lam Chi Yuen, Mr. Tsui Wing Tak and Ms. Wu Zongmei; and three independent non-executive Directors, namely, Mr. Lau Koong Yep, Mr. Yuen King Sum and Mr. Chan Kai Chung.