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B & S INTERNATIONAL HOLDINGS LTD.
賓仕國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(the "**Company**")

(Stock code: 1705)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of B & S International Holdings Ltd. (the "**Company**") will be held at Unit 01, 11/F, Block A, Ko Fai Industrial Building, 7 Ko Fai Road, Yau Tong, Kowloon, Hong Kong on Friday, 12 September 2025 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider as ordinary business and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "**Directors**") and the independent auditors of the Company (the "**Auditors**") for the year ended 31 March 2025;

2. To approve the declaration and payment of the final dividend of HK2.5 cents per share of the Company (each a "**Share**") for the year ended 31 March 2025;

3. To re-elect the following persons as Directors:

   (a) Mr. Chan Kam Chuen Andrew as an executive Director;

   (b) Ms. Tin Hau Ling Janny as an executive Director; and

   (c) Mr. See Hung Yan Peter as an independent non-executive Director;

4. To authorise the board (the "**Board**") of Directors to fix the remuneration of the Directors for the year ending 31 March 2026; and

5. To re-appoint PricewaterhouseCoopers as the Auditors to hold office until the conclusion of the next annual general meeting of the Company and authorise the Board to fix their remuneration for the year ending 31 March 2026.

To consider as special business and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

6. (i) "**THAT**:

   (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, and deal with additional shares of HK$0.01 each in the share capital of the Company (including any sale or transfer of treasury Shares out of treasury) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

   (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power during or after the end of the Relevant Period (as hereinafter defined);

(c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) and treasury Shares which may be sold or transferred or agreed conditionally to be sold or transferred by the Directors pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of any dividend in accordance with the articles of association of the Company in force from time to time; or (iii) the exercise of any options which may be granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iv) the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next 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 any applicable law or the articles of association of the Company to be held; and

(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; and

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to convert into or subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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 applicable to the Company)."

(ii) "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase Shares at a price and on such terms determined by the Directors and to make, grant or enter into offers, agreements and other arrangements which might require the exercise of such powers during or after the end of the Relevant Period, in all circumstances in accordance with the applicable laws and regulations;

(c) the total number of Shares which are authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of the issued Shares (excluding treasury Shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) 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 any applicable law or the articles of association of the Company to be held; and

(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."

(iii) "**THAT** conditional upon the passing of resolutions no. 6(i) and 6(ii) above, the general mandate granted to the Directors pursuant to resolution no. 6(i) above be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to the resolution no. 6(ii), provided that such amount shall not exceed 10% of total number of the issued Shares (excluding treasury Shares, if any) as at the date of passing this resolution."

SPECIAL RESOLUTION

7. "**THAT:**

(a) the proposed amendments to the existing amended and restated articles of association of the Company as set out in Appendix III to the circular of the Company dated 25 July 2025 (the "**Proposed Amendments**") be and are hereby approved;

(b) the new amended and restated articles of association of the Company (incorporating the Proposed Amendments, a copy of which has been produced to this AGM and marked "A" and initialled by the chairman of the AGM for the purpose of identification) (the "**New Articles**") be approved and adopted in substitution for, and to the exclusion of, the existing amended and restated articles of association of the Company; and

(c) any one Director or the company secretary of the Company be and is hereby authorised to do all such acts and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as he/she deems fit to effect the Proposed Amendments and the adoption of the New Articles (including to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in the Cayman Islands and Hong Kong)."

By order of the Board
B & S International Holdings Ltd.
Chan Kam Chuen Andrew
Chairman and Chief Executive Officer

Hong Kong, 25 July 2025

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

Head office and principal place of business in Hong Kong:
Unit 01, 11/F, Block A
Ko Fai Industrial Building
7 Ko Fai Road, Yau Tong
Kowloon, Hong Kong

Notes:

1. All resolutions set out in this notice of the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and the results of the poll will be published on the website of the Stock Exchange at **www.hkexnews.hk** and the Company's website at **www.bandshk.com** in accordance with the Listing Rules.

2. A member of the Company entitled to attend and vote at the AGM appoint one or more proxies to attend and, on a poll, vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.

3. A form of proxy in respect of the AGM is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (**www.hkexnews.hk**) and the Company (**www.bandshk.com**). Whether or not you intend to attend and vote in person at the AGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person at the AGM and/or at any adjournment thereof (as the case may be) if you so wish. In the event that you attend and vote at the AGM, the authority of your proxy will be deemed to have been revoked.

4. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM and/or any adjournment thereof (as the case may be).

5. Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM or any adjournment thereof (as the case may be), either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint registered holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

6. For determining the entitlement of the shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 9 September 2025 to Friday, 12 September 2025 (both days inclusive), during which period no transfer of Shares will be effected. The record date will be Friday, 12 September 2025 and in order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Monday, 8 September 2025.

7. For determining the entitlement to the proposed final dividend for the year ended 31 March 2025 (subject to the approval of the shareholders of the Company at the AGM), the register of members of the Company will be closed from Wednesday, 24 September 2025 to Friday, 26 September 2025 (both days inclusive), during which period no transfer of Shares will be registered. The record date will be Friday, 26 September 2025 and in order to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Tuesday, 23 September 2025.

8. In relation to resolution no. 5 above, the Board concurs with the views of the audit committee of the Company and has recommended that PricewaterhouseCoopers be re-appointed as the Auditors.

9. In respect of resolution no. 6(i) above, the Directors wish to state that they have no immediate plans to issue any new Shares under this mandate. Approval is being sought from shareholders of the Company as a general mandate, in compliance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Listing Rules, in order to ensure flexibility and to provide discretion to the Directors in the event that it becomes desirable to allot, issue or otherwise deal with any additional Shares of up to 20% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of the passing of the resolution.

10. The general purpose of the authority to be conferred on the Directors by resolution no. 6(ii) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to repurchase Shares representing up to a maximum of 10% of total number of the issued Shares (excluding treasury Shares, if any) as at the date of the passing of the resolution.

11. If a tropical cyclone warning signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in effect at any time after 7:00 a.m. on the date of the AGM on Friday, 12 September 2025, the AGM will be adjourned according to the articles of association of the Company. The Company will publish an announcement on the website of the Company at www.bandshk.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and venue of the adjourned meeting.

As at the date of this notice, the Board comprises Mr. Chan Kam Chuen Andrew, Mr. Chan Siu Cheung Stephen, Mr. Chau Wing Kong William and Ms. Tin Hau Ling Janny as executive Directors; and Mr. Pang Koon Kwai, Mr. See Hung Yan Peter and Mr. Chung Kwok Mo John as independent non-executive Directors.