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# Karrie International Holdings Limited

# 嘉利國際控股有限公司 *

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1050)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the "**Meeting**") of Karrie International Holdings Limited (the "**Company**") will be held at 1st Floor, Grand Ballroom Castfast Hotel, 12 Castfast Road, Guan Jing Tou, Feng Gang, Dongguan, Guangdong, PRC on Tuesday, 2 December 2025 at 3:00 p.m. to consider and, if thought fit, pass (with or without modification) the following resolution as ordinary resolution:

### ORDINARY RESOLUTION

"**THAT**:

(a) the subscription agreement dated 13 October 2025 (the "**Subscription Agreement**") and entered into between the Company and Mr. Ho Cheuk Fai in respect of the issue of convertible bonds in an aggregate principal amount of HK$150,000,000 (the "**Convertible Bonds**") upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(b) the issue of the Convertible Bonds by the Company in accordance with the terms and conditions of the Subscription Agreement be and is hereby approved;

(c) the allotment and issue of new ordinary shares of HK$0.1 each in the share capital of the Company (the "**Conversion Shares**") which may fall to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds in accordance with the terms and conditions thereof be and are hereby approved;

(d) conditional upon, among others, the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares, the specific mandate to the directors of the Company (the "**Directors**") to exercise the

* *For identification purposes only*

powers of the Company for the allotment and issue of the Conversion Shares in accordance with the terms and conditions of the Convertible Bonds be and is hereby approved; and

(e) any one or more Directors be and are hereby authorised to do all such things and acts as he/she/they may in his/her/their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she/they considers necessary or expedient in his/her/their opinion to implement and/or give effect to the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds."

On behalf of the Board
**Karrie International Holdings Limited**
**Ho Wai Hon, Brian**
*Deputy Chairman*

Hong Kong, 14 November 2025

*As at the date of this notice, the executive Directors are: Mr. Ho Cheuk Fai, Ms. Chan Ming Mui, Silvia, Mr. Zhao Kai, Mr. Chan Raymond and Mr. Ho Wai Hon, Brian; the independent non-executive Directors are: Mr. Fong Hoi Shing, Dr. Lau Kin Wah and Mr. Lam Yin Shing, Donald.*

*Registered office:*
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and Principal Place of Business in Hong Kong:*
9th Floor
Southeast Industrial Building
611–619 Castle Peak Road
Tsuen Wan
New Territories
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares of the Company is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company. A form of proxy for use at the SGM is enclosed herewith.

2. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude any shareholder of the Company from attending and voting at the SGM or any adjourned meeting.

3. Where there are joint holders of any share of the Company any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the person whose name stands first in the register of members of the Company in respect of such share, whether in person or by proxy, shall be accepted to the exclusion of the other joint holders.

4. The register of members of the Company will be closed from Friday, 28 November 2025 to Tuesday, 2 December 2025 (both days inclusive) during which no transfer of the share(s) (the "**Share(s)**") in the share capital of the Company will be registered. In order to qualify for attending and voting at the SGM (or any adjournment thereof), all transfers of shares of the Company accompanied by the relevant share certificates(s) must be lodged with the Company's branch share registrar in Hong Kong at the above address by no later than 4:30 p.m. on Thursday, 27 November 2025. Shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, 2 December 2025 will be entitled to attend and vote at the SGM.

5. The Company reminds Shareholders that they may appoint the chairman of the SGM as their proxy to vote on the relevant resolutions at the SGM as an alternative to attending the SGM in person.

6. In the event that a black rainstorm warning or a tropical cyclone warning number 8 or above is hoisted or remains hoisted at 6:00 a.m. on Tuesday, 2 December 2025, the SGM will be adjourned to the same time and place on the first business day after Tuesday, 2 December 2025.