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If you are in any 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 Bonny International Holding Limited (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

bonny 博尼

BONNY INTERNATIONAL HOLDING LIMITED
博尼国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1906)

(1) GENERAL MANDATE TO REPURCHASE SHARES AND ISSUE NEW SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company to be held at No. 129, Chunhan Road, Beiyuan Street, Yiwu City, Zhejiang Province, PRC, on 18 June 2026 at 3:00 p.m is set out on pages AGM-1 to AGM-4 of this circular.

A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same 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 and in any event not later than 48 hours before the time appointed for holding the annual general 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 annual general meeting or any adjournment thereof should you so wish.

23 April 2026

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Notice of Annual General Meeting AGM-1

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

"Annual Report 2025"	the annual report of the Company for the financial year ended 31 December 2025
"Annual General Meeting"	the annual general meeting of the Company to be held on 18 June 2026
"Articles"	the articles of association of the Company, as amended from time to time
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"Company"	Bonny International Holding Limited (博尼國際控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1906)
"Controlling Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, refers to Mr. Jin and company controlled by him, being Maximax Holding Corporation
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with further new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of such resolution
"Latest Practicable Date"	17 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Listing Date"	26 April 2019
"Mr. Jin"	Mr. Jin Guojun (金國軍), the spouse of Ms. Gong, our Controlling Shareholder and an executive Director

"Ms. Gong"	Ms. Gong Lijin (龔麗瑾), the spouse of Mr. Jin and a non-executive Director
"Nomination Committee"	the nomination committee of the Board
"Notice"	the notice convening the Annual General Meeting as set out on pages AGM-1 to AGM-4 of this circular
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to 10% of the issued share capital of the Company as at the date of passing of such resolution
"PRC"	the People's Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) for the time being in force
"Share(s)"	share(s) of US$0.01 each in the capital of the Company
"Share Buy Back Rules"	the provisions in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own shares
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers for the time being in force
"Zhejiang Bonny"	Zhejiang Bonny Fashion Holding Group Co., Ltd.* (浙江博尼時尚控股集團有限公司), formerly known as Zhejiang Bonny Co., Ltd.* (浙江博尼股份有限公司), Bonny Clothing Co., Ltd.* (博尼服飾有限公司) and Yiwu Boni Dress Co., Ltd.* (義烏博尼服飾有限公司), a limited liability company established in the PRC on 21 August 2001 and a wholly owned subsidiary of the Company
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"RMB"	Renminbi, the lawful currency of the PRC
"US$"	US dollars, the lawful currency of the United States
"%"	per cent

** For identification purpose only*

BONNY INTERNATIONAL HOLDING LIMITED
博尼国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1906)

Executive Directors
Mr. Jin Guojun *(Chairman)*
Mr. Zhao Hui

Non-executive Directors
Ms. Gong Lijin
Ms. Huang Jingyi

Independent non-executive Directors
Mr. Chan Yin Tsung
Mr. Chow Chi Hang Tony
Dr. Wei Zhongzhe

Registered office
4th Floor
Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Principal place of business in Hong Kong
27th Floor
157 Johnston Road, Wan Chai,
Hong Kong

Principal place of business in the PRC:
No. 129, Chunhan Road
Beiyuan Street, Yiwu City
Zhejiang Province
The PRC

23 April 2026

To the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATE TO REPURCHASE SHARES AND ISSUE NEW SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to seek your approval of resolutions to grant a general mandate to the Directors to repurchase the Shares representing up to a maximum of 10% of the existing issued

share capital of the Company at the date of passing the resolution, to grant a general mandate to the Directors to issue new Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing of the resolution and to increase the number of Shares which the Directors may issue under their general mandate to issue new Shares by the number of Shares repurchased. Resolutions will also be proposed to re-elect the retiring Directors and to re-appoint the auditor of the Company in accordance with the Articles. These resolutions will be proposed at the Annual General Meeting.

2. GENERAL MANDATE TO REPURCHASE SHARES

A resolution will be proposed at the Annual General Meeting for the grant of the Repurchase Mandate to the Directors to repurchase, on the Stock Exchange or on any other stock exchange on which the Shares may be listed, the Shares not exceeding 10% of the share capital of the Company in issue as at the date of passing of the resolution.

As at the Latest Practicable Date, a total of 1,471,123,710 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 147,112,371 Shares.

In accordance with the Share Buy Back Rules, this circular contains an explanatory statement in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution in relation to the Repurchase Mandate.

3. GENERAL MANDATE TO ISSUE SHARES

A resolution will be proposed at the Annual General Meeting for the grant of the Issue Mandate to the Directors to allot, issue and deal with new Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing of the resolution.

As at the Latest Practicable Date, a total of 1,471,123,710 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 294,224,742 Shares.

In addition, subject to a separate Shareholders' resolution, the number of Shares repurchased by the Company under the Repurchase Mandate will also be added to the Issue Mandate as mentioned above.

4. EXPIRY OF THE REPURCHASE MANDATE AND ISSUE MANDATE

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

5. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of two executive Directors, namely Mr. Jin and Mr. Zhao Hui; two non-executive Directors, namely Ms. Gong and Ms. Huang Jingyi; and three independent non-executive Directors, namely Mr. Chan Yin Tsung, Mr. Chow Chi Hang Tony and Dr. Wei Zhongzhe.

Pursuant to article 109 of the Articles, at each annual general meeting one-third of the Directors for the time being (or if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. A retiring Director shall be eligible for re-election.

Accordingly, Mr. Zhao Hui, Ms. Huang Jingyi and Dr. Wei Zhongzhe shall retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

6. NOMINATION POLICY AND PROCEDURES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

In accordance with the terms of reference of the Nomination Committee and the nomination policy for Directors of the Company, the Nomination Committee has evaluated the background, expertise, experience, performance, time commitment and contribution of each of the retiring Directors during their tenure of services.

The Nomination Committee had reviewed and assessed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2025 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. Chan Yin Tsung, Mr. Chow Chi Hang Tony and Dr. Wei Zhongzhe, remain independent.

In the evaluation, the Nomination Committee is also of the opinion that each of the retiring Directors has contributed positively to the Board with his/her extensive knowledge and experience in various fields that are relevant to the Company's business. In addition, the retiring Directors' diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board.

7. PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages AGM-1 to AGM-4 of this circular. At the Annual General Meeting, ordinary and special resolution (as the case may be) will be proposed to approve, among other matters, the granting of the Issue Mandate and the Repurchase Mandate and the re-election of the retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy must be completed 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 notarially certified copy of such 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 and in any event not later than 48 hours before the time appointed for holding the Annual General 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 Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

8. PROCEDURES TO VOTE

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles, voting of all resolutions at the Annual General Meeting will be taken by way of poll and the poll results of the Annual General Meeting will be announced by the Company in compliance with the Listing Rules.

9. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 15 June 2026 to 18 June 2026, both days inclusive, during which no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with 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 no later than 4:30 p.m. on 12 June 2026.

10. RESPONSIBILITY STATEMENT

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 Company. 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.

11. RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of retiring Directors under the Articles to be considered at the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole. The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the Company's published audited accounts for the year ended 31 December 2025. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all the resolutions set out in the Notice to be proposed at the Annual General Meeting.

12. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

13. LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
On behalf of the Board of
Bonny International Holding Limited
Jin Guojun
Chairman

The following is the explanatory statement which is required to be sent to the Shareholders under the Listing Rules in connection with the Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,471,123,710 Shares.

Subject to the passing of the Repurchase Mandate, the Company would be allowed to repurchase Shares up to a maximum of 147,112,371 Shares on the basis that no further Shares will be issued or otherwise repurchased and cancelled prior to the date of the Annual General Meeting.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

Taking into account the current financial position of the Company, the Directors consider the repurchase of Shares in full at any time during the proposed repurchase period may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the published audited financial statements as at 31 December 2025, but the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing ratio of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months proceeding to the Latest Practicable Date were as follows:

	Share prices	
	Highest	**Lowest**
	HK$	*HK$*
2025		
March	0.445	0.305
April	0.425	0.350
May	0.410	0.340
June	0.365	0.305
July	0.385	0.310
August	0.335	0.270
September	0.610	0.315
October	0.620	0.460
November	0.620	0.500
December	0.580	0.450
2026		
January	0.570	0.415
February	0.630	0.530
March	0.650	0.530
April (up to the Latest Practicable Date)	0.580	0.500

6. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary

resolutions in relation to the Repurchase Mandate to be proposed at the Annual General Meeting (and assuming that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting) is shown under the column "After repurchase":

Name of Shareholder(s)	Capacity	Number of ordinary shares of the Company held	Before repurchase	After repurchase
Maximax Holding Corporation	Beneficial owner	793,125,000 Shares	53.91%	59.90%
Mr. Jin(1)	Interest in controlled corporation	793,125,000 Shares	53.91%	59.90%
Ms. Gong(2)	Interest of spouse	793,125,000 Shares	53.91%	59.90%
Yiwu City Financing Guarantee Co., Ltd* (義烏市融資擔保有限公司)	Person having a security interest in shares	243,025,715 Shares	16.52%	18.36%

Notes:

(1) Maximax Holding Corporation is wholly owned by Mr. Jin. By virtue of the SFO, Mr. Jin is deemed to be interested in the Shares held by Maximax Holding Corporation.

(2) Ms. Gong is the spouse of Mr. Jin. By virtue of the SFO, Ms. Gong is deemed to be interested in the Shares Mr. Jin is interested in.

On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors are not aware of any consequences of such repurchases of Shares that would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders acting in concert obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not repurchase the Shares if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Listing Rules.

7. SHARE REPURCHASES BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. GENERAL INFORMATION AND UNDERTAKINGS

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

(b) 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, the applicable laws of the Cayman Islands and the Articles.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

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

Executive Director

Mr. Zhao Hui ("Mr. Zhao")

Mr. Zhao, aged 56, was appointed as a Director on 19 July 2017 and was re-designated as an executive Director on 19 September 2018, and the last election was held on 30 May 2024. He was appointed as a joint company secretary of the Company on 30 June 2022. He joined our Group on 26 December 2007. He is the chief financial officer of Zhejiang Bonny and has acted as the secretary to the board and deputy general manager of Zhejiang Bonny since November 2013. He is primarily responsible for overseeing our Group's financial strategies and management and internal compliance.

Mr. Zhao has over 30 years of experience in accounting and management in the textiles and clothing industry. Prior to joining our Group, from July 1990 to May 2003, he worked at Ezhou General Textiles Mill* (鄂州市針織總廠), which principally engages in the production and sale of socks, and at which he was primarily responsible for calculating wages and financial reporting of the company. From June 2003 to December 2007, Mr. Zhao served as the chief financial officer and deputy general manager of Zhejiang Hengxiang Cotton Textile Limited* (浙江恒祥棉紡織造有限公司), a company engages in the production and sale of cotton yarn, and at which he was primarily responsible for the financial management of the company.Mr. Zhao graduated from Wuhan University of Technology (武漢理工大學) in the PRC majoring in accounting through distance learning in July 2013.

To the best knowledge of the Director, Mr. Zhao did not hold any other directorship in the last three years in any other public companies, the securities of which are listed on any security market in Hong Kong or overseas. Mr. Zhao did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Zhao has entered into a service contract with the Company for a term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Zhao is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time. The details of emolument of Mr. Zhao have been disclosed in Note 8 to the financial statements of the Company's Annual Report 2025. His emolument was determined by the Remuneration Committee and the Board with reference to his performance, duties and responsibilities in the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhao does not have any interest in the Company pursuant to Part XV of the SFO.

Non-executive Director

Ms. Huang Jingyi ("**Ms. Huang**")

Ms. Huang, aged 29, was appointed as a non-executive Director on 1 November 2020, and the last election was held on 31 May 2023. She joined the Group from March to November 2018 as an export sales at Zhejiang Bonny. Ms. Huang joined Bode Holding since January 2020 as a business manager.

From 2023 to 2024, she served as the director and manager of various subsidiaries of the Company, including Zhejiang Bonny, Shanghai Bonny Apparel Co., Ltd.* (上海博尼服裝有限公司), Yiwu Fayue Apparel Co., Ltd.* (義烏法悦服飾有限公司), Yiwu Leyishang Apparel Co., Ltd.* ("Yiwu Leyishang") and Yiwu Bonny Fashion Apparel Co., Ltd.* (義烏博尼時尚服飾有限公司) (formerly known as Jiangxi Bonny Apparel Co., Ltd.* (江西博尼服飾有限公司)) . Ms. Huang has been serving as the director and manager of Yiwu Bonny Trading Co., Ltd. *(義烏市博尼貿易有限公司)since March 2025 and the director and manager of Yiwu Beien Supply Chain Services Co., Ltd.*(義烏市銀恩供應鏈服務有限公司) since November 2025.Ms. Huang graduated from Chongqing University (重慶大學) in the PRC majoring in business management through distance learning in January 2017.

To the best knowledge of the Directors, Ms. Huang did not hold any other directorship in the last three years in any other public companies, the securities of which are listed on any security market in Hong Kong or overseas.

Ms. Huang has entered into a service contract with the Company for a term of three years commencing from 1 November 2020 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Ms. Huang is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time. The details of emolument of Ms. Huang have been disclosed in Note 8 to the financial statements of the Company's Annual Report 2025. Her emolument was determined by the Remuneration Committee and the Board with reference to her performance, duties and responsibilities in the Company and prevailing market conditions.

Ms. Huang is the niece of Mr. Jin, an executive Director and the Chairman of the Board and Ms. Gong, a non-executive Director.

As at the date of this circular, Ms. Huang is interested in 10,033,461 shares of the Company (within the meaning of Part XV of the SFO) which represents approximately 0.68% of the total issued share capital of the Company.

Save as disclosed above, Ms. Huang does not have or was deemed to have any interest (within the meaning under Part XV of the SFO) in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Independent non-executive Director

Dr. Wei Zhongzhe ("**Dr. Wei**")

Dr. Wei, aged 38, was appointed as an independent non-executive Director on 17 December 2021, and the last election was held on 30 May 2024. He is a member of the Audit Committee and Nomination Committee, and chairman of the Remuneration Committee.

Dr. Wei is currently employed by the College of Chemical Engineering, Zhejiang University of Technology (浙江工業大學化學工程學院) engaging in teaching and research work. Dr. Wei specializes in conducting research of high-efficiency multi-component composite catalysts, and has over ten years of experience in the field. Since September 2020, Dr. Wei has been appointed as an assistant to the school master of the College of Chemical Engineering, Zhejiang University of Technology, at which he is primarily responsible for the development of academic curriculum and infrastructure of the college. Since January 2021, Dr. Wei has been engaged by Sinopec Ningbo New Materials Research Institute* (中石化寧波新材料研究院) to conduct post-doctoral research on high-efficiency multicomponent composite catalysts.Dr. Wei holds a Bachelor of Science degree from Henan Normal University and obtained a Doctor of Science degree from Zhejiang University in June 2017.

To the best knowledge of the Directors, Dr. Wei did not hold any other directorship in the last three years in any other public companies, the securities of which are listed on any security market in Hong Kong or overseas.

Dr. Wei has entered into a service contract with the Company for a term of three years commencing from 17 December 2021 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Dr. Wei is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time. The details of emolument of Dr. Wei have been disclosed in Note 8 to the financial statements of the Company' s Annual Report 2025. His emolument was determined by the Remuneration Committee and the Board with reference to his performance, duties and responsibilities in the Company and prevailing market conditions.

Dr. Wei does not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company. Dr. Wei does not hold any other positions in the Company or any member of the group to which the Company belongs.As at the Latest Practicable Date, Dr. Wei does not have any interests in the shares of the Company or any of its associated corporations (within the meaning under Part XV of the SFO).

Dr. Wei confirmed that (i) he met the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence as at the Latest Practicable Date.

Save as disclosed in this circular, there are no other matters concerning the retiring Directors that need to be bought to the attention of the Shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

* *For identification purpose only*

BONNY INTERNATIONAL HOLDING LIMITED
博尼国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1906)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Annual General Meeting**") of the shareholders of Bonny International Holding Limited (the "**Company**") will be held at No. 129, Chunhan Road, Beiyuan Street, Yiwu City, Zhejiang Province, PRC, on 18 June 2026 at 3:00 p.m for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors (the "**Directors**") and auditor of the Company thereon for the year ended 31 December 2025;

2. (a) To re-elect Mr. Zhao Hui as an executive Director;

   (b) To re-elect Ms. Huang Jingyi as a non-executive Director;

   (c) To re-elect Dr. Wei Zhongzhe as an independent non-executive Director;

   (d) To authorise the board of Directors to fix the remuneration of the Directors; and

3. To re-appoint Ernst & Young as the auditor of the Company and authorise the board of Directors to fix its remuneration;

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. "**THAT**:

   (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution 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 powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than by way of (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of or the grant of any option or award under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval be limited accordingly; and

(d) for the purpose of this Resolution:

(aa) "**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; or

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.

(bb) "**Rights Issue**" means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company 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 in the Company (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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company)."

5. "**THAT**:

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period as defined in Resolution No. 4(d)(aa) of all powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**Securities and Futures Commission**") and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution, "**Relevant Period**" shall have the same meaning as in Resolution No. 4(d)(aa)."

6. "**THAT** conditional upon Resolutions No. 4 and 5 above being passed, the general mandate granted to the Directors of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company pursuant to Resolution No. 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to Resolution No. 5."

By Order of the Board
Bonny International Holding Limited
Jin Guojun
Chairman

Hong Kong, 23 April 2026

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. The register of members will be closed from 15 June 2026 to 18 June 2026 both days inclusive, during which no transfer of shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with 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 no later than 4:30 p.m. on 12 June 2026.

3. In order 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 certified copy thereof, 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 Annual General Meeting (or any adjournment thereof).

4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any shares, any one of such joint holders may vote either in person or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting, the vote of 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 of members of the Company.

6. In relation to proposed resolution no. 2 above, Mr. Zhao Hui, Ms. Huang Jingyi and Dr. Wei Zhongzhe will retire from their offices of Director at the Annual General Meeting and, being eligible, offer themselves for re-election.

7. An explanatory statement containing further details regarding the proposed resolution no. 5 set out in the above notice is set out in Appendix I to this circular.

As at the date of this notice, the Board comprises Mr. Jin Guojun and Mr. Zhao Hui as executive Directors; Ms. Gong Lijin and Ms. Huang Jingyi as non-executive Directors; and Mr. Chan Yin Tsung, Mr. Chow Chi Hang Tony and Dr. Wei Zhongzhe as independent non-executive Directors.