THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, 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 V.S. International Group Limited, you should at once hand this circular and the accompanying 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Capitalised terms used in this circular shall have the same meanings as defined in the section headed "Definitions" in this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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.

V.S. INTERNATIONAL GROUP LIMITED

威鋮國際集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1002)

(1) GRANT OF GENERAL MANDATES TO ISSUE SHARES, RESELL TREASURY SHARES AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) NOTICE OF ANNUAL GENERAL MEETING

Notice of the annual general meeting of V.S. International Group Limited to be held at V.S. Industry Berhad's corporate office, No. 88, Jalan I-PARK SAC 5, Taman Perindustrian I-PARK SAC, 81400 Senai, Johor, Malaysia on Wednesday, 17 June 2026 at 11:00 a.m. is set out on pages 17 to 21 of this circular. If you are unable to attend the meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the meeting (i.e. 11:00 a.m. on Monday, 15 June 2026, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person if you so wish.

28 April 2026

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held on Wednesday, 17 June 2026 at V.S. Industry Berhad's corporate office, No. 88, Jalan I-PARK SAC 5, Taman Perindustrian I-PARK SAC, 81400 Senai, Johor, Malaysia at 11:00 a.m.
"AGM Notice"	the notice for convening the Annual General Meeting set out on pages 17 to 21 of this circular
"Articles"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Company"	V.S. International Group Limited (威鋮國際集團有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
"Companies Act"	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HKSCC"	Hong Kong Securities Clearing Company Limited

"Issue Mandate"	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares (including the sale or transfer of treasury shares out of treasury) of up to a maximum of 20% of the total number of issued Shares (excluding treasury shares) in issue as at the date of passing of the relevant resolution at the Annual General Meeting
"Latest Practicable Date"	20 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Registrar"	the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
"Repurchase Mandate"	a general and unconditional mandate to the Directors to enable them to repurchase Shares the aggregate nominal amount of which does not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution at the Annual General Meeting
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of $0.05 each in the capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs by the Securities and Futures Commission in Hong Kong
"treasury shares"	has the meaning ascribed thereto under the Listing Rules
"V.S. Berhad"	V.S. Industry Berhad, a company incorporated in Malaysia, is the controlling shareholder (as defined in the Listing Rules) of the Company, which is listed on the Main Market of Bursa Malaysia Securities Berhad
"$" and "cents"	Hong Kong dollars and cents, respectively
"%"	per cent.

V.S. INTERNATIONAL GROUP LIMITED
威鋮國際集團有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock code: 1002)

Executive Directors:
Mr. Beh Kim Ling
Mr. Beh Chern Wei
Ms. Beh Hwee Sze

Independent non-executive Directors:
Mr. Tang Sim Cheow
Ms. Fu Xiao Nan
Mr. Wan Mohd Fadzmi

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

Head Office and Principal Place of Business in Hong Kong:
40th Floor
Jardine House
1 Connaught Place
Hong Kong

28 April 2026

To the Shareholders

Dear Sir/Madam

(1) GRANT OF GENERAL MANDATES TO ISSUE SHARES, RESELL TREASURY SHARES AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS

1. INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include: (a) ordinary resolutions relating to the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (b) ordinary resolutions relating to the re-election of the retiring Directors.

Pursuant to the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is also prepared for such purpose.

2. GRANT OF ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given the Issue Mandate, i.e. a general and unconditional mandate to allot, issue or otherwise deal with new Shares (including the sale or transfer of treasury shares out of treasury) of up to 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 2,511,084,792 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 for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 502,216,958 Shares, representing approximately 20% of the Shares (excluding treasury shares) in issue as at the Latest Practicable Date. The Company did not have any treasury shares as at the Latest Practicable Date.

3. REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will also be proposed to give the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange or on any other stock exchange on which the Shares may be listed, shares of up to a maximum of 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the total number of issued Shares (excluding treasury shares) as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; and (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give to all Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

4. ACTIONS TO BE TAKEN

Set out on pages 17 to 21 of this circular is the AGM Notice. At the Annual General Meeting, resolutions will be proposed to approve, among other matters, the following:

(a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and

(b) the re-election of Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the Annual General Meeting will demand a poll for each and every resolution put forward at the Annual General Meeting. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

You will find enclosed with this circular a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event no later than 48 hours before the time for the Annual General Meeting (i.e. 11:00 a.m. on Monday, 15 June 2026, Hong Kong time) 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.

5. RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are in the best interests of the Company and the 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 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 repurchases of Shares will benefit the Company and the Shareholders.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2025, being the date of its latest audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

Accordingly, the Directors recommend that all Shareholders should vote in favour of the ordinary resolutions approving the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate at the Annual General Meeting.

6. RE-ELECTION OF DIRECTORS

In accordance with Article 108(A) of the Articles, Mr. Beh Chern Wei and Mr. Tang Sim Cheow will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

The term of office of Mr. Tang Sim Cheow, who was appointed as an independent non-executive Director in 2004, will be more than nine years if he is re-elected at the Annual General Meeting. The Board has assessed the independence of Mr. Tang Sim Cheow including reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. Mr. Tang Sim Cheow has not engaged in the executive management or the day-to-day operation of the Group. Taking into consideration of his independent scope of work in the past years, the Directors consider Mr. Tang Sim Cheow is still independent in accordance with the Listing Rules despite the fact that he has served the Company for more than nine years. The Board has also considered Mr. Tang Sim Cheow's extensive experience in the accounting profession, his work profile and experience and other factors which are set out in Appendix II to this circular. The Board is satisfied that Mr. Tang Sim Cheow has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believes that his re-election as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

Furthermore, pursuant to Article 112 of the Articles, Ms. Beh Hwee Sze who was appointed as an executive Director on 1 July 2025, shall retire at the Annual General Meeting and, being eligible, offer herself for re-election as a Director.

Certain particulars of each of Mr. Beh Chern Wei, Ms. Beh Hwee Sze and Mr. Tang Sim Cheow are set out in Appendix II to this circular.

7. CLOSURE OF THE REGISTER OF MEMBERS

In order to determine the Shareholders who are eligible to attend the Annual General Meeting, the register of members of the Company will be closed from Friday, 12 June 2026 to Wednesday, 17 June 2026 (both dates inclusive) during which period no transfer of Shares will be registered.

Shareholders are reminded that in order to qualify for voting at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificate and transfer forms must be lodged with the Registrar no later than 4:30 p.m. on Thursday, 11 June 2026. The record date for determining the Shareholders' eligibility to attend and vote at the Annual General Meeting is Wednesday, 17 June 2026.

8. ADDITIONAL INFORMATION

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

Yours faithfully
For and on behalf of the Board
V.S. International Group Limited
Beh Kim Ling
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at Latest Practicable Date, there were a total of 2,511,084,792 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 251,108,479 Shares, representing approximately 10% of the issued Shares (excluding treasury shares) as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases may, depending on 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 repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Act and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2025, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the months preceding the Latest Practicable Date were as follows:

2025	**Highest**	**Lowest**
	$	*$*
April	0.069	0.050
May	0.065	0.050
June	0.064	0.048
July	0.058	0.048
August	0.060	0.048
September	0.056	0.049
October	0.067	0.049
November	0.061	0.052
December	0.056	0.049
2026		
January	0.059	0.052
February	0.063	0.053
March	0.062	0.050
April *(Note)*	0.055	0.048

Note: up to the Latest Practicable Date

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could 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, to the best of the knowledge and belief of the Directors, V.S. Berhad and parties acting in concert with it (the "**Concert Group**") held 1,465,861,534 Shares, representing approximately 58.38% of the existing issued Shares. On the basis that there were 2,511,084,792 Shares in issue as at the Latest Practicable Date and assuming that there will be no issue or repurchase of Shares prior to the date of the Annual General Meeting, if the Repurchase Mandate were exercised in full, the percentage shareholding in the Company of the Concert Group would increase to approximately 64.87% of the existing issued Shares. On the basis of the shareholding of the Concert Group as at the Latest Practicable Date, such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in any takeover obligation of any party.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

At the Latest Practicable Date, save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

7. SHARE REPURCHASE MADE BY THE COMPANY

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

8. GENERAL

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), have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the Annual General Meeting.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchase of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of the Cayman Islands and the regulations set out in the memorandum of association of the Company and the Articles.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved at the Annual General Meeting.

The Directors confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

The Shares repurchased by the Company may be held as treasury shares or may be cancelled subject to, among others, market conditions and its capital management needs at the relevant time of the repurchase(s), which may change due to actual circumstances of the Company. The Shareholders and potential investors should pay attention to any announcement to be published by the Company in future, including but not limited to, any next day disclosure return (which shall identify, among others, the number of repurchased Shares that are to be held in treasury or cancelled upon settlement of such repurchase) and relevant monthly return.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board implement the following interim measures, including:

(i) procuring its broker not to give an instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-registering them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; or

(iii) taking 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.

The listing of all Shares which are purchased by the Company (whether on the Stock Exchange or otherwise) but not held as treasury shares shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of these repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

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

EXECUTIVE DIRECTORS

Mr. Beh Chern Wei ("Mr. CW Beh")

Mr. Beh Chern Wei, aged 40, was appointed as an alternate Director to Madam Gan Chu Cheng on 21 March 2015 and redesignated from an alternate Director to Madam Gan Chu Cheng to an executive Director on 16 December 2015. On 1 September 2023, Mr. CW Beh was appointed as the managing Director. Mr. CW Beh graduated with a Bachelor of Science degree in Industrial Engineering from the State University of New York at Buffalo in 2006. Upon graduation, Mr. CW Beh served for a year in the business development division of V.S. Berhad, the parent company of the Company, whose subsidiaries are principally engaged in the manufacturing, assembly and sale of plastic moulded components and parts, and electrical products. After joining the Group, Mr. CW Beh served as a project manager and a business system manager in the Group's production facilities in Zhuhai, the People's Republic of China, whereby he took part in activities relating to management enterprise resource planning system, business development, sales and marketing, supply chain management, operational management and project and product development.

Mr. CW Beh currently is responsible for the financial management, information technology and supply chain management of the Group and is currently an executive director of V.S. Berhad, the controlling shareholder (as defined in the Listing Rules) of the Company which is listed on the Main Market of Bursa Malaysia.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. CW Beh had not held any directorship in listed public companies or other major appointments and qualifications.

Mr. CW Beh has entered into a service contract with the Company for an initial term of three years from 16 December 2015 and expiring on 15 December 2018 which is renewable automatically for successive terms of one year each commencing from the day immediately after the expiry of the then current term, unless terminated by not less than three months' notice in writing served by either party expiring at the end of the initial term or at any time thereafter. Under the service contract, Mr. CW Beh is currently entitled to the following remuneration which is determined with reference to his performance and contribution to the Group:

(i) a monthly salary of HKD120,000 subject to such increase as the Board may, subject to compliance with the provisions of the Articles for the time being in force, determine from time to time in its absolute discretion;

(ii) upon completion of every 12 months of services, a management bonus in respect of each financial year of the Company in an amount to be determined by the Board in its absolute discretion, provided that the total amount of bonuses payable to all the executive Directors for the time being shall not exceed the following amount or percentage of the combined or, as the case may be, consolidated audited net profit of the Group (before taxation and the payment of such bonuses but after minority

interests) for that financial year, depending on the amount of the combined or consolidated net profit of the Group (before taxation and the payment of such bonuses but after minority interests for that financial year of the Company):

Group's net profit (before taxation and the payment of such bonuses but after minority interests)	**Maximum bonus payable to all executive Directors for the time being of the Company (Amount/Percentage of the Group's net profit (before taxation and the payment of such bonuses but after minority interests))**
Not more than $20,000,000	$1,000,000 or 5%, whichever is lower
Equal to or more than $20,000,000 but not more than $25,000,000	$1,750,000
Equal to or more than $25,000,000 but not more than $30,000,000	$2,250,000
Equal to or more than $30,000,000 but not more than $40,000,000	$3,000,000
Equal to or more than $40,000,000 but not more than $50,000,000	$4,800,000
Equal to or more than $50,000,000	14%

(iii) the use of a car of the style and model commensurate with his rank and position;

(iv) insurance policies against his personal accident and medical expenses;

(v) for each 12 months, the cost of two round trip business class flight tickets between Singapore and the People's Republic of China for him, his spouse and children;

(vi) reimbursement to him in full of all Hong Kong salaries tax levied and paid by him in respect of payments and benefits received under the service contract;

(vii) reimbursement to him in full of all reasonable educational expenses incurred by him in respect of his children;

(viii) a family leave passage of one trip in each year for which full reimbursement of travel, meal and accommodation expenses shall be made to him, his spouse and his children;

(ix) accommodation in Hong Kong whenever he is required to stay and perform his duties under the service contract in Hong Kong; and

(x) business class travel tickets, full reimbursement of travel, meal and accommodation expenses reasonably incurred whenever he is required to travel outside Hong Kong (or such part of the world which he is required to work) in the performance of his duties.

As at the Latest Practicable Date, Mr. CW Beh was interested in 41,111,960 Shares, representing approximately 1.64% of the Shares in issue as at the Latest Practicable Date. Mr. CW Beh is the son of Mr. Beh Kim Ling, an executive Director, and the brother of Ms. Beh Hwee Sze, an executive Director. Mr. CW Beh is an executive director and a shareholder of V.S. Berhad, the controlling shareholder of the Company. Save as disclosed above, Mr. CW Beh was not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules) as at the Latest Practicable Date.

Ms. Beh Hwee Sze ("Ms. HS Beh")

Ms. Beh Hwee Sze, aged 42, was appointed as an alternate Director to Mr. Zhang Pei Yu on 1 September 2023 and redesignated from an alternate Director to Mr. Zhang Pei Yu to an executive Director on 1 July 2025. Ms. HS Beh joined the Group in August 2023 as a marketing and communications manager, where she is responsible for the marketing activities and investor relations of the Group. She has also been appointed as a director of both V.S. Group (Singapore) Pte. Ltd. and V.S. Assets Management Pte. Ltd. (companies owned by Mr. Beh Kim Ling and his family members, which are not subsidiaries of the Company) since September 2020, where she co-manages the commercial and residential real estate portfolio across Southeast Asia, and provides strategic and investment recommendations to the board of directors. She graduated with a Bachelor of Science in Business Administration from Boston University School of Management in 2007, and is currently in the Global Executive MBA program at INSEAD. She was the founder of Upside Motion Pte. Ltd., a fitness studio in Singapore, and was a managing director there from December 2011 to June 2022. She was also the founder of Sprout Hospitality Pte. Ltd., a hospitality procurement consulting firm servicing new hotel openings in South East Asia, and was a consultant there from October 2010 to January 2015.

Ms. HS Beh currently is responsible for the marketing activities and investor relations of the Group.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Ms. HS Beh had not held any directorship in listed public companies or other major appointments and qualifications.

Ms. HS Beh has entered into a service contract with the Company for an initial term of three years from 1 July 2025 and expiring on 30 June 2028 which is renewable automatically for successive terms of one year each commencing from the day immediately after the expiry of the then current term, unless terminated by not less than three months' notice in writing served by either party expiring at the end of the initial term or at any time thereafter. Under the service contract, Ms. HS Beh is currently entitled to the following remuneration which is determined with reference to her performance and contribution to the Group:

(i) a monthly salary of HKD30,000 subject to such increase as the Board may, subject to compliance with the provisions of the Articles for the time being in force, determine from time to time in its absolute discretion;

(ii) upon completion of every 12 months of services, a management bonus in respect of each financial year of the Company in an amount to be determined by the Board in its absolute discretion, provided that the total amount of bonuses payable to all the executive Directors for the time being shall not exceed the following amount or percentage of the combined or, as the case may be, consolidated audited net profit of the Group (before taxation and the payment of such bonuses but after minority

interests) for that financial year, depending on the amount of the combined or consolidated net profit of the Group (before taxation and the payment of such bonuses but after minority interests for that financial year of the Company):

Group's net profit (before taxation and the payment of such bonuses but after minority interests)	**Maximum bonus payable to all executive Directors for the time being of the Company (Amount/Percentage of the Group's net profit (before taxation and the payment of such bonuses but after minority interests))**
Not more than $20,000,000	$1,000,000 or 5%, whichever is lower
Equal to or more than $20,000,000 but not more than $25,000,000	$1,750,000
Equal to or more than $25,000,000 but not more than $30,000,000	$2,250,000
Equal to or more than $30,000,000 but not more than $40,000,000	$3,000,000
Equal to or more than $40,000,000 but not more than $50,000,000	$4,800,000
Equal to or more than $50,000,000	14%

(iii) the use of a car of the style and model commensurate with her rank and position;

(iv) insurance policies against her personal accident and medical expenses;

(v) for each 12 months, the cost of two round trip business class flight tickets between Singapore and the People's Republic of China for her, her spouse and children;

(vi) reimbursement to her in full of all Hong Kong salaries tax levied and paid by her in respect of payments and benefits received under the service contract;

(vii) reimbursement to her in full of all reasonable educational expenses incurred by her in respect of her children;

(viii) a family leave passage of one trip in each year for which full reimbursement of travel, meal and accommodation expenses shall be made to her, her spouse and her children;

(ix) accommodation in Hong Kong whenever she is required to stay and perform her duties under the service contract in Hong Kong; and

(x) business class travel tickets, full reimbursement of travel, meal and accommodation expenses reasonably incurred whenever she is required to travel outside Hong Kong (or such part of the world which she is required to work) in the performance of her duties.

As at the Latest Practicable Date, Ms. HS Beh was interested in 30,206,960 Shares, representing approximately 1.20% of the Shares in issue as at the Latest Practicable Date. Ms. HS Beh is the daughter of Mr. Beh Kim Ling, an executive Director, and the sister of Mr. Beh Chern Wei, an executive Director. Save as disclosed above, Ms. HS Beh was not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules) as at the Latest Practicable Date.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Tang Sim Cheow ("Mr. Tang")

Mr. Tang Sim Cheow, aged 65, was appointed as an independent non-executive Director on 30 September 2004. Mr. Tang graduated from the University of Malaya with a Bachelor of Accounting degree in 1984. He is a member of the Malaysian Institute of Accountants and Malaysian Institute of Certified Public Accountants, and a fellow member of the Chartered Tax Institute of Malaysia. Mr. Tang joined KPMG Kuala Lumpur upon graduation and was promoted to tax manager in 1988. In 1992, Mr. Tang was seconded to KPMG Johor Bahru to head the tax practice of the Johor Bahru Branch and was promoted to tax director in 1995. Since 2000, Mr. Tang operates his own accounting firm S C Tang & Associates, in Malaysia which provides assurance, tax and consultancy services.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Tang had not held any directorship in listed public companies or other major appointments and qualifications.

Mr. Tang has entered into an appointment letter with the Company for an initial term of one year commencing from 1 August 2006, renewable automatically for successive terms of one year unless terminated by not less than two months' notice in writing served by either party to the other. Mr. Tang is currently entitled to an annual director's fee of $160,000 which is determined with reference to his performance and contribution to the Group.

Mr. Tang, being an independent non-executive Director eligible for re-election at the Annual General Meeting, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. Tang has served as an independent non-executive Director for more than nine years. During his years of appointment, Mr. Tang has demonstrated his ability to provide an independent view to the Company's matters. Mr. Tang Sim Cheow has not engaged in the executive management or the day-to-day operation of the Group. Taking into consideration of his independent scope of work in the past years, the Board is of the view that, despite the fact that he has served the Company for more than nine years, Mr. Tang (i) meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is still independent in accordance with the terms of the guidelines; and (ii) is able to continue to fulfill his role as required and thus recommends him for re-election at the Annual General Meeting.

As at the Latest Practicable Date, Mr. Tang was interested 639,130 Shares, representing approximately 0.03% of the Shares in issue as at the Latest Practicable Date. Mr. Tang was not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of each of Mr. CW Beh, Ms. HS Beh and Mr. Tang as Director and there is no information which is discloseable nor is/was any of Mr. CW Beh, Ms. HS Beh and Mr. Tang involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

V.S. INTERNATIONAL GROUP LIMITED
威鋮國際集團有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock code: 1002)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of V.S. International Group Limited ("**Company**") will be held at V.S. Industry Berhad's corporate office, No. 88, Jalan I-PARK SAC 5, Taman Perindustrian I-PARK SAC, 81400 Senai, Johor, Malaysia on Wednesday, 17 June 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. to receive and approve the audited consolidated financial statements and the reports of the directors ("**Directors**") of the Company and the Company's auditors for the year ended 31 December 2025;

2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) to re-elect Mr. Beh Chern Wei as an executive Director;

   (b) to re-elect Ms. Beh Hwee Sze as an executive Director;

   (c) to re-elect Mr. Tang Sim Cheow as an independent non-executive Director (who has served more than nine years); and

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

3. to re-appoint the Company's auditors and to authorise the board of Directors to fix their remuneration;

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. "**THAT:**

   (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares in the

Company, and to sell and/or transfer Shares out of treasury that are held as treasury shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers after the end of the Relevant Period;

(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 sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares (including the sale and/or transfer of any Shares out of treasury and are held as treasury shares) in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company shall not exceed the aggregate of:

(aa) 20 per cent. of the total number of shares of the Company in issue (excluding treasury shares) on the date of the passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of shares of the Company in issue (excluding treasury shares) on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of 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, the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) ("**Companies Act**") of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

"**Rights Issue**" means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the Directors to holders of shares in the Company whose names appear on the Company's register of members on a fixed record date in proportion to their then holdings of shares in the Company (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, 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 outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

5. "**THAT:**

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the total number of shares in the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of shares of the Company in issue (excluding treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution, "**Relevant Period**" means the period from the date of 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, the Companies Act or any other applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

6. "**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of a number representing the total number of shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above."

Yours faithfully
For and on behalf of the Board of Directors
V.S. International Group Limited
Beh Kim Ling
Chairman

Zhuhai, the People's Republic of China
28 April 2026

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

Head office and principal place of business in Hong Kong:
40th Floor
Jardine House
1 Connaught Place
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent him.

2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited ("**Branch Registrar**") of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the time of the meeting (i.e. 11:00 a.m. on Monday, 15 June 2026, Hong Kong time) or any adjournment thereof.

3. The register of members of the Company will be closed from Friday, 12 June 2026 to Wednesday, 17 June 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for voting at the meeting convened by the above notice, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Branch Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 11 June 2026. The record date for determining the Shareholders' eligibility to attend and vote at the Annual General Meeting is Wednesday, 17 June 2026.

4. In relation to the proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**"). The Directors have no immediate plans to issue any new shares other than shares which may fall to be issued under the share option scheme of the Company.

5. In relation to the proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in a circular to the shareholders.

6. As at the date of this notice, the board of Directors comprises Mr. Beh Kim Ling, Mr. Beh Chern Wei and Ms. Beh Hwee Sze as executive Directors, and Mr. Tang Sim Cheow, Ms. Fu Xiao Nan and Mr. Wan Mohd Fadzmi as independent non-executive Directors.