THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in AOM International Group Company Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

AOM International

AOM INTERNATIONAL GROUP COMPANY LIMITED

權識國際集團股份有限公司

(Incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability)

(Stock Code: 00381)

(1) ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE FOR LOAN CAPITALISATION AND (2) NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of the Company to be held at Harbour Plaza Room I, B1/F, Harbour Plaza, North Point, 665 King's Road, North Point, Hong Kong on Tuesday, 14 July 2026 at 11:00 a.m. is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same 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 Sunday, 12 July 2026 at 11:00 a.m..

Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed revoked.

12 June 2026

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

"2025 Annual Results"	the annual results announcement of the Company for the year ended 31 December 2025 published on 31 March 2026;
"Announcement"	the announcement of the Company dated 2 April 2026 in relation to, among other things, the Subscription;
"associate(s)"	has the meaning ascribed to it under the Listing Rules;
"Board"	the board of Directors;
"Business Day(s)"	a day (other than a Saturday, a Sunday or a public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours;
"Company"	AOM International Group Company Limited (Stock Code: 381), a company incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange;
"Completion"	the completion of the Subscription in accordance with the terms and condition set out in the Subscription Agreement;
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"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;
"Indebted Amount"	the amount owing by the Company to the Subscriber of approximately HK$39.77 million as at the date of this announcement
"Independent Third Party(ies)"	the independent third party who is, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, independent of and not connected with the Company and its connected person(s);
"Latest Practicable Date"	9 June 2026, being the latest practicable date prior to publication of this circular for ascertaining certain information contained in this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;

"Long Stop Date"	31 July 2026 or such later date as the Company and the Subscriber may agree in writing;
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan;
"SGM"	the special general meeting of the Company to be held to approve the Specific Mandate and the transactions contemplated thereunder;
"Share(s)"	ordinary share(s) of HK$0.1 each in the capital of the Company;
"Shareholders"	the holders of Shares;
"Specific Mandate"	a specific mandate to be granted by the Shareholders to the Directors at the SGM for the allotment and issue of the Subscription Shares;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Subscriber"	Ms. Ou Zhu (歐珠女士)
"Subscription"	the subscription of the Subscription Shares by the Subscriber on and subject to the terms and condition set out in the Subscription Agreement
"Subscription Agreement"	the conditional subscription agreement dated 2 April 2026 entered into between the Company and the Subscriber in respect of the Subscription
"Subscription Price"	approximately HK$0.270 per Subscription Share
"Subscription Share(s)"	147,300,000 new Shares to be subscribed by the Subscriber pursuant to the Subscription Agreement
"Supplemental Agreement"	the supplemental agreement dated 9 June 2026 to the Subscription Agreement entered into between the Company and the Subscriber to extend the Long Stop Date
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"%"	per cent.



AOM INTERNATIONAL GROUP COMPANY LIMITED
權識國際集團股份有限公司

(Incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability)

(Stock Code: 00381)

Executive Directors:
Mr. Yang Ling *(Chairman)*
Mr. Li Lizhong
Mr. Liu Mingqing
Mr. Yang Bincheng
Mr. Fan Xuefei

Non-Executive Director:
Mr. Tang Sing Hing, Kenny

Independent non-executive Directors:
Mr. Chak Ching Long
Mr. Wang Xiao Ning
Ms. Chen Yuxin

Registered Office:
Cohort Limited
The Penthouse Level,
5 Reid Street,
Hamilton HM 11,
Bermuda

Principal Place of Business Hong Kong:
Flat E, 20th Floor
Lucky Plaza
315–321 Lockhart Road
Wan Chai
Hong Kong

12 June 2026

To the Shareholders,

Dear Sir or Madam,

(1) ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE FOR LOAN CAPITALISATION AND (2) NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with, among other things, (i) further details of the Subscription Agreement and the transactions contemplated thereunder (including the issue of the Subscription Shares under the Specific Mandate); and (ii) a notice convening the SGM.

BACKGROUND OF THE LOAN CAPITALISATION

Reference is made to the 2025 Annual Results. As disclosed on page 21 in note 16(a) of the 2025 Annual Results, the Subscriber has settled a debt on behalf of the Company in the amount of HK$17,600,000 on 3 July 2025. Additionally, throughout the year ended 31 December 2025, the Subscriber has also provided cash advances to the Company for the purposes of the Company's business operations in the aggregate amount of approximately HK$19,924,000. The afore-mentioned cash advances had been utilised by the Company as to approximately HK$10,000,000 for repayment of a third party loan upon due, and the remaining amount for settlement of the Group's outstanding expenses including professional fees, audit fees, rental expenses and staff salaries. The above financial assistance from the Subscriber was interest free throughout the year ended 31 December 2025 and bears an annual interest rate of 24% from 1 January 2026, and which do not have a specific repayment term but the Subscriber has agreed not to demand for repayment pending further negotiations between the Company and the Subscriber to work out a repayment plan within half year period from 1 January 2026.

As at the date of the Subscription Agreement, the Company was indebted to the Subscriber an aggregate sum of approximately HK$39,776,000 comprises principal amount of approximately HK$37,524,000 and interest thereon of approximately HK$2,252,000.

The Company has maintained a cordial relationship with the Subscriber since 2014. The Subscriber is willing to offer large amount loans to the Company promptly, without requiring any security or assets charge, and offers the Company flexible repayment options either by cash or by way of Shares. Despite the interest rate of 24% per annum is relatively high, having considered (i) the Subscriber is able to release the loan promptly to cope with the Group's urgent needs when necessary without complicated due diligence and procedures; (ii) no corporate or director guarantee, nor any charge over shares or assets is required; and (iii) the allowance of repayment options in either cash or by way of Shares, the Company considers that the above benefits justify the interest rate of 24% per annum and to obtain loans from the Subscriber is fair and reasonable is this regard.

Prior to obtaining loans from the Subscriber, the Company has approached its two principal banks to obtain bank loans. However, the banks required the Company to provide an asset charge and a joint and several guarantee from its Directors. Also, the approval of bank loans would involve lengthy due diligence and approval procedures, which the Company considered impracticable.

THE SUBSCRIPTION

The Board is pleased to announce that on 2 April 2026, the Company and the Subscriber entered into the Subscription Agreement (as supplemented by the Supplemental Agreement), pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditional agreed to subscribe for the 147,300,000 Subscription Shares at the Subscription Price of approximately HK$0.270 per Subscription Share. The Subscription money payable by the Subscriber of approximately HK$39.77 million under the Subscription Agreement shall be satisfied by way of off-setting against the entire Indebted Amount.

THE SUBSCRIPTION AGREEMENT

Details of the terms of the Subscription Agreement are summarised below:

Date

2 April 2026 (as supplemented by the Supplemental Agreement)

Parties

(1) The Company (as issuer); and

(2) The Subscriber (as subscriber)

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Subscriber is an Independent Third Party and save for the fact that the Subscriber is a creditor of the Company, the Subscriber has no relationship (business or otherwise) with the Company, its connected persons and their respective associates. The Subscriber is an investor keen on investing in health related industries. The Subscriber is also an investor keen on investing in Companies listed in Hong Kong and in the PRC. The Company first acquainted with the Subscriber at a large-scale big health investment seminar and cocktail events held in the PRC in 2014. The Subscriber is interested in the Group's health related business especially the Group's investment in Samoa. The Subscriber has long been investing in the Company through subscription of interest bearing promissory notes; granting of interest bearing loans and subscription in the Shares. The Subscription was contemplated by the Company having considered (i) the Subscription will allow the Group to significantly improve the Group's net current liabilities of approximately HK$26.6 million as at 31 December 2025; (ii) the Subscription will allow the Group to retain its existing available financial resources to support the business operations of the Group's existing principal businesses and to meet other unsecured short-term loan payment obligation when they fall due; and (iii) the willingness of the Subscriber to accept the loan capitalisation proposal.

Subscription Shares

Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue to the Subscriber and the Subscriber has conditionally agreed to subscribe for 147,300,000 Subscription Shares at the Subscription Price of approximately HK$0.270 per Subscription Share. The Subscription money payable by the Subscriber of approximately HK$39.77 million under the Subscription Agreement shall be satisfied by way of off-setting against the entire Indebted Amount.

As at the Latest Practicable Date, the Company has 1,183,124,526 Shares in issue. Assuming that there will be no change in the number of issued Shares between the date of this announcement and Completion, the 147,300,000 Subscription Shares represent approximately 12.45% of the existing issued share capital of the Company as at the date of this announcement and approximately 11.07% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The aggregate nominal value of the Subscription Shares is HK$14,730,000.

Subscription Price

The Subscription Price of approximately HK$0.270 represents:

(i) a premium of approximately 154.72% to the closing price of HK$0.106 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(ii) a discount of approximately 19.40% to the closing price of HK$0.335 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement;

(iii) a discount of approximately 20.35% to the average closing price per Share of HK$0.339 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the Last Trading Day;

(iv) a premium of approximately 1.12% over the average closing price per Share of HK$0.267 as quoted on the Stock Exchange for the last ten consecutive trading days immediately prior to the Last Trading Day;

(v) a premium of approximately 37.18% over the average closing price per Share of HK$0.194 as quoted on the Stock Exchange for the last thirty consecutive trading days immediately prior to the Last Trading Day;

(vi) a theoretical dilution effect of approximately 2.25% represented by the theoretical diluted price of approximately HK$0.331 to the benchmarked price of HK$0.339 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price of HK$0.335 per Share on 2 April 2026 and the average closing price of the Shares as quoted on the Stock Exchange for the five consecutive trading days prior to 2 April 2026 of HK$0.339 per Share; and

(vii) a premium of approximately 39.18% to the net asset value per Share of approximately HK$0.194 based on the latest published audited consolidated equity attributable to owners of the Company of approximately HK$229.92 million as at 31 December 2025 as set out in the annual report of the Company for the year ended 31 December 2025 and the total number of issued Shares of 1,183,124,526 Shares as at the Latest Practicable Date.

The Subscription Price was determined with reference to the prevailing market prices of the Shares and was negotiated on an arm's length basis between the Company and the Subscriber.

Reference was made to the market prices of the Shares traded on the Stock Exchange for the preceding one-month period up to and including the date of the Subscription Agreement (the "**Reference Period**") as a benchmark to reflect the prevailing market price of the Shares. The market price of the Shares has been showing a fluctuating upward trend throughout the Reference Period from HK$0.133 per Share on the commencement date of the Reference Period to HK$0.335 per Share on the date of the Subscription Agreement, with 18 out of 24 trading days (representing 75% of the trading

days), the Share price traded below the Subscription Price. A sharp increase in the Share price occurred only closely near and after the publication of the 2025 Annual Results. Trading volume of the Shares was also volatile throughout the Reference Period, ranging from 0.13% to 6.39% to the total issued Shares. Given such large volatility of the prices and trading volume of the Shares during the Reference Period, the Company considered that it reasonable to make reference to the volume weighted average closing prices of the Shares throughout the Reference Period, since it can take into account both the Share price movement and trading volume. The volume weighted average closing price of the Shares throughout the Reference Period was approximately HK$0.264 per Share (the "**VWAP**"). The Subscription Price represents a slight premium of approximately 2.27% to the volume weighted average closing price of the Shares.

Based on the above, the Directors consider that the Subscription Price is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

The net issue price, after deduction of relevant expenses, is estimated to be approximately HK$0.269 per Subscription Share.

Ranking of the Subscription Shares

The Subscription Shares shall rank pari passu in all respects among themselves and with the existing Shares in issue on the date of allotment and issue of the Subscription Shares.

Conditions precedent

Completion of the Subscription is conditional upon the satisfaction of the following conditions:

(i) the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in the Subscription Shares;

(ii) the passing by the Shareholders at the SGM to be convened and held of the necessary ordinary resolution(s) to approve, among other things, the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Subscription Shares under the Specific Mandate;

(iii) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained and remaining in full force and effect; and

(iv) all necessary consents and approvals required to be obtained on the part of the Subscriber in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained and remaining in full force and effect.

In the event the above conditions are not fulfilled by the Long Stop Date, all rights, obligations and liabilities of the parties to the Subscription Agreement shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Subscription Agreement prior to such termination.

As at the Latest Practicable Date, conditions (iii) and (iv) has been fulfilled.

Completion

The Subscription shall complete within five (5) Business Days immediately following the day on which the conditions set out above are satisfied (or such later date as may be agreed between the parties to the Subscription Agreement in writing).

Application for Listing

The Company will apply to the Listing Committee of the Stock Exchange for the approval for the listing of, and permission to deal in, the Subscription Shares.

SPECIFIC MANDATE TO ALLOT AND ISSUE THE SUBSCRIPTION SHARES

The Subscription Shares will be allotted and issued under the Specific Mandate to be approved by way of ordinary resolution by the Shareholders at the SGM.

FUND RAISING DURING THE PAST TWELVE MONTHS

During the past twelve months immediately preceding the date of this announcement, the Company has conducted the following equity fund raising activity.

Date of announcement	Event	Net proceeds raised	Intended use of proceeds	Actual use of proceeds
4 July 2025 (completed on 22 July 2025)	Issue of new shares under general mandate	Approximately HK$68 million	For loan capitalization	Used as intended

REASONS FOR AND BENEFITS OF SUBSCRIPTION

The Group is principally engaged in (i) manufacturing and trading of toys and gifts; (ii) exploration of natural resources; (iii) manufacturing and sales of Chinese herbs products; and (iv) investment in various potential businesses including fruit plantation, Chinese yellow rice wine, leisure and culture.

As disclosed in the 2025 Annual Results, despite the Group has bank balances and cash of approximately HK$156.2 million as at 31 December 2025, the Group recorded net current liabilities of approximately HK$26.6 million as at 31 December 2025. The Indebted Amount was included in the current liabilities in the financial statements of the Company for the year ended 31 December 2025, therefore, the Subscription would allow the Group to turnaround the

net liabilities position into net current assets position, and retain its current available financial resources to cope with the business operations of the Group and to meet other debt of the Group when they fall due.

It is essential for the Group to retain the HK$156.2 million available cash as follows:

Sufficient cash buffer must be retained for the business operation of the Group's principal businesses

Based on historical financial information and the Company's assessment on the Group's principal businesses for the next twelve months, the estimated working capital requirement for (i) the Group's toys and gift business is approximately HK$85 million, covering purchase of raw materials and inventories, settlement of trade payables, salaries and wages and other office and factory overheads and repayment of loans and interest; (ii) the Group's Chinese herbs business is approximately HK$35 million including purchase of herbs, salaries and wages and other office and factory overheads; and (iii) the Group's wine, food and beverage business is approximately HK$52 million including purchase of inventories, salaries and wages, research and development cost for new wine products, wine product processing fees and other office overheads. The Group has, in recent years, planned to fund these working capital requirements through the collection of trade receivables and the preservation of cash resources since the frequency in delay in repayment of trade receivables by customers for two to six months often occurred for recent years given the relatively volatile economic and business environment in the PRC, which tightened the available financial resources to meet its working capital requirement. As a result, maintaining a sufficient cash buffer is essential to reduce the business risk of a cash flow disruption within the Group's principal businesses, which may have significant negative impact to the operations of the Group's principal businesses.

Based on the above and after assessment by the Company in particular the retaining approximately half of the twelve-month working capital requirement for each business segment of the Group as cash buffer is essential to ensure a stable and continuous smooth business operation of the Group's principal businesses as above-mentioned. Accordingly, the Group considers essential to maintain cash buffers as to (i) approximately HK$43 million for the Group's toys and gift business; (ii) approximately HK$22 million for the Group's Chinese herbs business; and (iii) approximately HK$25 million for the Group's wine, food and beverage business. Squeezing out the available cash resources to satisfy the Indebted Amount, which represents approximately 44.2% of the planned cash buffer, is of so significant that would have material negative impact against the stability of the going-on business operation of the Group's principal businesses.

Sufficient cash buffer must be retained for repayment of short-term borrowings due with twelve months

As disclosed in the annual report of the Company for the year ended 31 December 2025, the Group defaulted on a secured loan granted by an independent financial institution in an aggregate amount of HK$97.85 million comprising principal amount of HK$60 million and accrued interest of HK$37.85 million which is not related to the Indebted Amount. The Group is currently in negotiation with the lender to agree on a revised repayment plan with a combination of revised repayment schedule and a loan extension. As such, retaining HK$60

million is essential for the Group to address the defaulted loan. If such reserve is squeezed out to settle the Indebted Amount, which represents approximately 66.3% of the reserved cash buffer, would have significant adverse impact to the ability of the Group to successfully negotiate with the lender on the revised repayment plan.

Additionally, approximately HK$6.2 million is essential for the Company's general working capital to maintain the daily operations of the Company.

Based on the above, the Directors are of the view that utilising the Group's available cash resources to repay the Indebted Amount is not the most appropriate option for the Company.

The Directors consider that the Subscription would allow the Company to settle the Indebted Amount without utilising existing financial resources of the Group and could reduce future interest payment and gearing level of the Company thereby improving the financial position of the Group. The Directors also consider that the Subscription will broaden the Company's capital base and shareholders base without any interest burden.

The Directors aware that the Subscription will have a dilution impact of approximately 7.71% to the public Shareholders. Despite the above, the Directors is of the view the benefits from the Subscription could outweigh the potential dilution impact given that despite the Group has bank balances and cash of approximately HK$156.2 million as at 31 December 2025, the Group recorded net current liabilities of approximately HK$26.6 million as at 31 December 2025. The Subscription will allow the Group to retain its cash resources to support the business operations of the Group's existing principal businesses and to meet the payment obligation of the Group's other unsecured short-term borrowings in the aggregate sum of approximately HK$73.85 million as at 31 December 2025 when they fall due. Meanwhile, the Subscription will allow the Group to significantly improve its current net liabilities position. The gearing ratio, which is the Group's net debts (comprising trade payables, accruals and other payables, amount due to an associate, lease liabilities, borrowings and convertible bonds less bank and cash balances) over its total equity, will be improved from 72% as at 31 December 2025 to 60.6% upon Completion.

Other than the Subscription, the Company has considered different fund raising methods (including debt financing or equity financing by way of placing, open offer or right issue). The Company has approached its two principal banks in obtaining bank loans, however, given the net current liabilities position as at 31 December 2025 and the current loss position of the Group, the banks required the Company to provide an asset charge and a joint and several guarantee from its Directors the Company has difficulty in satisfying the requirement from banks the Company has difficulty in satisfying the requirement from banks in obtaining debt financing, not to mention the interest cost to be incurred. Placing will also incur a certain amount of placing commission. Furthermore, right issue/open offer involves lengthy approval procedures and higher cost involved. It is estimated that the approval procedures of right issue/ open offer may take at least two months and it is expected to incur related professional fees of not less than HK$1 million. The Directors are of the view that the given the Subscriber has accepted the Subscription, the Subscription is the most advantageous proposal given the Subscription will not involve significant cost and will not increase the interest burden of the Company.

Having considered (i) despite a discount when compared with the closing price of the Shares on the date of the Subscription Agreement and the five-day average closing price, those days were closely near and after the publication of the 2025 Annual Results, and the sharp increase in the Share price during those days is considered not appropriate to solely made reference to; (ii) the VWAP of the Reference Period was considered more representative to reflect the performance of the Share price and the Subscription Price represents a slight premium over the VWAP; and (iii)the Subscription Price also represents a premium over the net asset value per Share, the Directors consider that the terms of the Subscription Agreement are fair and reasonable, on normal commercial terms and that the entering into of the Subscription Agreement is in the interest of the Company and the Shareholders as a whole.

EFFECT ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately after Completion are as follows (assuming that there is no change in the number of issued Shares between the date of this announcement and the Completion):

Shareholder	**As at the Latest Practicable Date**		**Immediately after Completion**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Mr. Li Lizhong *(Note 1)*	70,200,000	5.93	70,200,000	5.28
Mr. Zhuo Wenjie	236,000,000	19.95	236,000,000	17.74
Subscriber	53,220,754	4.50	200,520,754	15.07
Public Shareholders	823,703,772	69.62	823,703,772	61.91
Total	1,183,124,526	100.00	1,330,424,526	100.00

Note:

1. Mr. Li Lizhong is an executive Director.

LISTING RULES IMPLICATIONS

The Subscription Agreement (as supplemented by the Supplemental Agreement) and the transactions contemplated thereunder (including the Specific Mandate to be sought for the allotment and issue of the Subscription Shares) are subject to the Shareholders' approval by way of poll at the SGM.

SGM

The SGM will be held at Harbour Plaza Room I, B1/F, Harbour Plaza, North Point, 665 King's Road, North Point, Hong Kong on Tuesday, 14 July 2026 at 11:00 a.m., during which resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Subscription Agreement, the Supplemental Agreement and the transactions contemplated

thereunder (including the issue of the Subscription Shares and the grant of the Specific Mandate to allot and issue the Subscription Shares. The notice of the SGM is set out on pages SGM-1 to SGM-3 of this circular.

As at the Latest Practicable Date, the Subscriber is interested in 53,220,754 Shares, representing approximately 4.50% of the total issued Shares. Given that the Subscriber has material interest in the Subscription Agreement (as supplemented by the Supplemental Agreement), the Subscriber is required to abstain from voting on the relevant resolutions at the SGM accordingly. Save as disclosed above, no other Shareholder has any material interest in the Subscription Agreement (as supplemented by the Supplemental Agreement) that will be required to abstain from voting at the SGM in respect of the approval of the Subscription Agreement, the Supplemental Agreement and the transactions contemplated thereunder.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkexnews.hk. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same 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 SGM (i.e. not later than Sunday, 12 July 2026 at 11:00 a.m.). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.

The resolution proposed to be approved at the SGM will be taken by poll in accordance with the Listing Rules and an announcement will be made by the Company after the SGM on the results of the SGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 9 July 2026 to Tuesday, 14 July 2026, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than Wednesday, 8 July 2026 at 4:30 p.m.. The record date for determining the eligibility of the Shareholders for attending and voting at the SGM is Tuesday, 14 July 2026.

RECOMMENDATION

The Board is of the opinion that the entering into the Subscription Agreement (as supplemented by the Supplemental Agreement) and the grant of the Specific Mandate to allot and issue the Subscription Shares is fair and reasonable and in the interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the resolution proposed at the SGM.

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 Group. 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.

ADDITIONAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board of
AOM International Group Company Limited
Yang Ling
Chairman



AOM INTERNATIONAL GROUP COMPANY LIMITED

權識國際集團股份有限公司

(Incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability)

(Stock Code: 00381)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting ("**SGM**") of AOM International Group Company Limited (the "**Company**") will be held at Harbour Plaza Room I, B1/F, Harbour Plaza, North Point, 665 King's Road, North Point, Hong Kong on Tuesday, 14 July 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company (unless otherwise indicated, capitalised terms used in this notice have the same meanings as those defined in the circular of the Company dated 12 June 2026 (the "**Circular**")):

ORDINARY RESOLUTION

1. "**THAT**:

   (a) the conditional subscription agreement dated 2 April 2026 (the "**Subscription Agreement**") and the supplemental agreement dated 9 June 2026 (collectively, the "**Subscription Agreements**") entered into between the Company as the issuer and the Subscriber (as defined in the circular issued by the Company on 12 June 2026) in relation to the subscription of 147,300,000 new ordinary shares of the Company (the "**Subscription Shares**") at the subscription price of HK$0.270 per Subscription Share, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

   (b) the directors of the Company (the "**Directors**") be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares, subject to and in accordance with the terms and conditions set out in the Subscription Agreements; and

(c) any one director and/or the company secretary of the Company be and is hereby authorised to perform all such acts, deeds and things and execute all documents as he/she considers necessary or expedient to effect and implement the Subscription Agreements and the transactions contemplated thereunder with such changes as he/she may in his/her absolute opinion deem necessary, desirable or expedient.''

By order of the Board
AOM International Group Company Limited
Yang Ling
Chairman

Hong Kong, 12 June 2026

Registered office:
Cohort Limited
The Penthouse Level
5 Reid Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
Flat E, 20th Floor
Lucky Plaza
315–321 Lockhart Road
Wan Chai
Hong Kong

Notes:

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

2. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, 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 of the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude any shareholder of the Company from attending and voting at the SGM or any adjourned meeting.

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

4. The register of members of the Company will be closed from Thursday, 9 July 2026 to Tuesday, 14 July 2026 (both days inclusive) during which no transfer of the share(s) (the ''**Share(s)**'') in the share capital of the Company will be registered. In order to be eligible to attend and vote at the SGM, all transfer of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 8 July 2026.

5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in effect any time after 8:00 a.m. on the date of the SGM such that within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the SGM may determine to wait) after the time appointed for the SGM a quorum is not present, the SGM will stand adjourned to such time and place as the Board shall determine. The Company will post an announcement on the Company's website (http://www.AOM381.com) and on the Stock Exchange website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned SGM.

As at the date of this notice, the Board comprises five executive Directors, Mr. Yang Ling, Mr. Li Lizhong, Mr. Liu Mingqing, Mr. Yang Bincheng and Mr. Fan Xuefei; one non-executive Director Mr. Tang Sing Hing, Kenny; and three independent non-executive Directors, Mr. Chak Ching Long, Mr. Wang Xiao Ning and Ms. Chen Yuxin.