**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Veeko International Holdings Limited 威高國際控股有限公司**, 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.



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# VEEKO INTERNATIONAL HOLDINGS LIMITED
# 威高國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1173)**

## PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PROPOSED CHANGE OF AUDITOR AND NOTICE OF 2026 ANNUAL GENERAL MEETING

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A notice convening the 2026 annual general meeting (the "**AGM**") of Veeko International Holdings Limited 威高國際控股有限公司 (the "**Company**") to be held in physical form at 10th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 18 September 2026 at 10:30 a.m. at which the above proposals will be considered is set out in this circular.

A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions stated thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. no later than 10:30 a.m. on Wednesday, 16 September 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

Reference to time and dates in this circular are to Hong Kong time and dates.

26 August 2026

## CONTENTS

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

| | |
|---|---|
| "AGM" | the 2026 annual general meeting of the Company to be held on Friday, 18 September 2026 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 of this circular, or any adjournment thereof |
| "Articles of Association" | the articles of association of the Company currently in force |
| "Audit Committee" | the audit committee of the Board |
| "Board" | the board of Directors |
| "CCASS" | the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited |
| "Company" | Veeko International Holdings Limited 威高國際控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange |
| "Director(s)" | the director(s) of the Company |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollar(s), the lawful currency of Hong Kong |
| "HKEX" | Hong Kong Exchanges and Clearing Limited |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China |
| "Issue Mandate" | a general and unconditional mandate to be granted to the Directors to issue, allot and deal with additional Shares (including any sale or transfer of treasury Shares) up to a maximum of 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution |

| | |
|---|---|
| "Latest Practicable Date" | 21 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| "Nomination Committee" | the nomination committee of the Board |
| "Remuneration Committee" | the remuneration committee of the Board |
| "Repurchase Mandate" | a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution |
| "SFO" | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| "Share(s)" | the ordinary share(s) with nominal value of HK$0.01 each in the issued share capital of the Company |
| "Shareholder(s)" | the registered holder(s) of the Shares |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Takeovers Code" | the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time |
| "%" | per cent. |

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# VEEKO INTERNATIONAL HOLDINGS LIMITED
# 威高國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 1173)**

*Executive Directors:*
Mr. Cheng Chung Man, Johnny *(Chairman)*
Ms. Lam Yuk Sum *(Chief Executive Officer)*

*Independent Non-Executive Directors:*
Mr. Cheng Man Loong, Monty
Mr. Lam Man Tin
Ms. Lau Sze Tung

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

*Principal Place of Business in Hong Kong:*
10th Floor, Wyler Centre Phase II
192-200 Tai Lin Pai Road
Kwai Chung, New Territories
Hong Kong

26 August 2026

*To the Shareholders*

Dear Sir/Madam,

## PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PROPOSED CHANGE OF AUDITOR AND NOTICE OF 2026 ANNUAL GENERAL MEETING

### INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the AGM. These include ordinary resolutions relating to (i) the granting to the Directors the Repurchase Mandate and the Issue Mandate; (ii) the re-election of each of the retiring Directors; and (iii) the proposed change of auditor.

## THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to purchase Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution.

The Company may cancel such repurchased Shares and/or hold them as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

## THE ISSUE MANDATE

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to issue, allot and deal with additional Shares (including any sale or transfer of treasury Shares) up to a maximum of 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 2,518,001,334 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 503,600,266 Shares.

In addition, an ordinary resolution will further be proposed at the AGM to extend the Issue Mandate by adding any Shares to be repurchased under the Repurchase Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

## RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles of Association, Mr. Cheng Man Loong, Monty and Ms. Lam Yuk Sum shall retire by rotation from office as Directors at the AGM. In addition, Mr. Lam Man Tin who was re-designated from a non-executive Director to an independent non-executive Director on 1 November 2025 shall hold office only until the first annual general meeting of the Company after his re-designation pursuant to article 112 of the Articles of Association. All of the above retiring Directors, being eligible, offer themselves for re-election at the AGM. Separate resolutions will be proposed at the AGM to re-elect the retiring Directors.

Mr. Cheng Man Loong, Monty ("**Mr. Cheng**") and Mr. Lam Man Tin ("**Mr. Lam**"), both independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Both Mr. Cheng and Mr. Lam attended most of the meetings of the Board and the Board committees held in the past years and in the current financial year. Details of the attendance records are set out in the corporate governance report contained in the annual report of the Company for the year ended 31 March 2026. The relevant Board papers and materials were provided to the Directors for review and consideration prior to the meetings. Both Mr. Cheng and Mr. Lam have remained responsible for their performance, functions and discharged their duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all retiring Directors, including the aforesaid two independent non-executive Directors, who are due to retire at the AGM. The Company considers that the two retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Biographical details of the above retiring Directors proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

## PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 18 August 2026. Following the conclusion of the AGM, Ernst & Young ("**EY**") will retire and will not seek re-appointment as the auditor of the Company. The Board has resolved to propose to appoint Prism Hong Kong Limited ("**Prism**") as the auditor of the Company for the year ending 31 March 2027 and to hold office until the conclusion of the next annual general meeting following the retirement of EY, subject to the approval of the Shareholders at the AGM.

The Board and the Audit Committee consider that the enhancement in cost control measures would serve for the best interest of the Company whereas the rotation of the auditor after an appropriate period of time is a good corporate governance practice in enhancing independence and objectivity of the external audit of the Company.

For information, Prism has obtained the Accounting and Financial Reporting Council's (the "**AFRC**") initial approval of the change of its business name to "CLA Prism Hong Kong Limited", effective from 10 August 2026. The corresponding change of its registration with the AFRC is pending the AFRC's final approval. Accordingly, the name "Prism Hong Kong Limited" is used in this circular, as it remains the registered name with the AFRC as at the Latest Practicable Date.

The Audit Committee has considered a number of factors when evaluating the appointment of Prism as the auditor of the Company, including but not limited to (i) its experience, industry knowledge and technical competence in the provision of audit work for listed companies; (ii) its independence and objectivity; (iii) its market reputation; (iv) its resources and capabilities; (v) its audit plan, including the size and structure of the proposed audit team as well as the proposed audit fees; (vi) the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors issued by the AFRC; and (vii) the Guidance Notes on Change of Auditors issued by the AFRC. The Audit Committee also sought information from Prism regarding whether their respective audit engagement team is subject to any present and past regulatory actions, and also researched on public domain on any possible quality issues with Prism. No audit quality issues were identified by the Audit Committee.

Having considered Section 2 of the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors issued by the AFRC on 16 December 2021, the Audit Committee is satisfied that Prism, the new proposed auditor, is independent, competent and capable to perform a high-quality audit in view of its size, track record, industrial experiences and manpower to be allocated to perform the audit for the Group. In reaching its view, the Audit Committee has reviewed and considered Prism's audit proposal, which covers, among others, Prism's background, industry qualifications and experience, intended resource allocation for the audit and the audit plan on scope, timing and direction of the audit, and is satisfied that the audit team of Prism has sufficient and appropriate resources (including time and manpower) and expertise to perform a high quality audit, and the audit plan proposed is in line with, among others, the Company's size and complexity. In particular, it is noted by the Audit Committee that:

**(a) Governance and leadership:**

The Audit Committee evaluated the organisational structure, the assignment of roles, responsibilities and authorities and the commitment to quality of Prism. In particular, the Audit Committee noted that Prism adheres to the guidelines set forth in the Hong Kong Standard on Quality Management 1. Such guidance helps Prism implement and maintain a strong quality control system, which will include policies and procedures that cover essential areas, such as leadership responsibilities for quality within the firm, compliance with ethical requirements, engagement performance, and ongoing monitoring.

**(b) Compliance with relevant ethical requirements:**

The Audit Committee obtained confirmation from Prism in relation to their independence from the Group. The Group also conducted self-check to make sure that there are no non-audit services, financial and business relationships between Prism and the Group and personal relationship between the audit engagement team members and the Group that may impair independence of Prism.

**(c) Industry knowledge and technical competence:**

The Company requested Prism to provide information about (i) their audit experience; and (ii) the profile of the audit engagement partners, the key audit engagement team members, including the years of audit experience, professional qualification and past audit experiences. Key members of the relevant project team have 10 to 20 years of experience in the industry.

**(d) Engagement performance:**

The Audit Committee assessed the audit methodology and the overall audit strategy, which includes the scope, timing and direction of the audit. The Audit Committee also assessed the resources (including time and human resources) to be provided by audit engagement team and whether the supervision, timing and review of the audit work suits the circumstances of the Group given the size, geographical span and complexity of the Group's business.

**(e) Communication and interaction with the Audit Committee:**

The Audit Committee also obtained information about the communication plan with auditor and assessed the reporting timeline and the transparency of the communication channel.

**(f) Monitoring process:**

The Audit Committee sought information from Prism regarding whether their respective audit engagement team is subject to any present and past regulatory actions. The Audit Committee also researched on public domain on any possible quality issues with Prism.

In particular, Prism offers a more cost-effective package as compared to that of EY, and a more comprehensive audit package as compared to various other audit firms. Specifically, Prism has its project team of 7 members, which is led by 3 key members, including the managing director, a key audit partner and an audit senior manager of Prism, who possess professional qualifications with extensive audit experience ranging from 10 to 20 years of experience in the industry. They have in-depth audit experience with listed companies in Hong Kong, and, as at December 2025, provide audit services to over 70 companies listed on the Stock Exchange.

The Audit Committee, after considering all of the above matters, including the proposed audit plan and work scope, is satisfied that the agreed audit fee is commensurate with the extent of audit work required, and the cost-effective package would strengthen the Company's cost control measures. The audit fee proposed by Prism was resulted from the arms-length negotiation between the Company and Prism.

The audit fee proposed by Prism for the audit services to the Company for the year ending 31 March 2027 is estimated to be HK$780,000 (exclusive of out-of-pocket expenses), which was determined after due consideration and arm's length negotiations between the Company and Prism, taking into account a number of factors, including the Company's business scale, industry and the complexity of its accounting practices, as well as the level of audit resources required and the estimated workload. Such estimated audit fee is made on the assumption that there is no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as required for the audit. As at the Latest Practicable Date, the Board and the Audit Committee does not expect any material change in the Group's operations, accounting policies or regulatory environment for the year ending 31 March 2027.

**Difference in audit fees between EY and Prism**

The audit fee payable to EY for the year ended 31 March 2026 was approximately HK$2,000,000. The principal factor contributing to the difference in fees of EY and Prism is the difference in market presence and corporate reputation. As far as the Board and the Audit Committee are aware, the audit teams of each of EY and Prism are comparable with one another. Save for the market presence and corporate reputation of the auditor, there is no material difference between the two teams in terms of industry experience and staffing arrangements. Accordingly, the difference in audit fees will not result in any material difference in the quality of the Company's audit. Prism's proposed audit fee is thus considered cost-effective and appropriate for the Group's business scale, industry and complexity.

## ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 17 to 21 of this circular.

Ordinary resolutions will be proposed at the AGM to approve, among others, the granting to the Directors the Repurchase Mandate and the Issue Mandate, the re-election of each of the retiring Directors and the proposed change of auditor. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the AGM.

Pursuant to the Listing Rules, any vote of the 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. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM appointing proxy is despatched with this circular and published on the websites of HKEX and of the Company respectively. To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and returned to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 10:30 a.m. on Wednesday, 16 September 2026) or the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

## TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If tropical cyclone warning signal No. 8 or above, or "Extreme conditions" caused by super typhoons, or a black rainstorm warning is in force at any time between 9:30 a.m. and 11:30 a.m. on the date of the AGM, the AGM may be postponed to a later date and/or time as determined by the Company.

If postponed, the Company, will, as soon as practicable, post an announcement on its website and on the website of HKEX to notify the Shareholders that the meeting has been postponed. When the date, time and venue of the rescheduled meeting has been fixed, the Company will post a further announcement on its website and on the website of HKEX to notify Shareholders of the date, time and venue of the rescheduled meeting. At least seven clear days' notice shall be given of the rescheduled meeting.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force. After considering their own situations, Shareholders should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

## RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and Issue Mandate to the Directors, the re-election of the retiring Directors and the proposed change of auditor are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
**Veeko International Holdings Limited**
**威高國際控股有限公司**
**Cheng Chung Man, Johnny**
*Chairman*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with requisite information reasonably necessary for you to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.*

## 1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 2,518,001,334 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 251,800,133 Shares, being 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

Under the Listing Rules, if the Company purchases any Shares pursuant to the Repurchase Mandate, the Company may cancel the repurchased Shares and/or hold them as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any treasury Shares, any sale or transfer of treasury Shares will be subject to the terms of the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does 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 Company (i) will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

## 2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such 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 of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## 3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

## 4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2026) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

## 5. SHARE PRICES

The following table shows the highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date:-

| | Share Price Per Share | |
|---|---|---|
| | **Highest** | **Lowest** |
| | *HK$* | *HK$* |
| **Month** | | |
| **2025** | | |
| August | 0.025 | 0.023 |
| September | 0.035 | 0.022 |
| October | 0.057 | 0.033 |
| November | 0.040 | 0.029 |
| December | 0.034 | 0.027 |
| **2026** | | |
| January | 0.045 | 0.027 |
| February | 0.039 | 0.034 |
| March | 0.038 | 0.026 |
| April | 0.032 | 0.027 |
| May | 0.037 | 0.027 |
| June | 0.030 | 0.023 |
| July | 0.034 | 0.024 |
| August (up to and including the Latest Practicable Date) | 0.028 | 0.025 |

## 6. GENERAL

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

The Directors will only exercise the Repurchase Mandate pursuant to the proposed resolution to be approved at the AGM in accordance with the Listing Rules, all applicable laws of the Cayman Islands and the regulations set out in the Articles of Association.

The Company has not been notified by any core connected person (as defined in the Listing Rules) of the Company that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has confirmed that neither the explanatory statement as set out in this Appendix I nor the proposed Share repurchase has any unusual features.

## 7. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, 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 Company, Mr. Cheng Chung Man, Johnny and Ms. Lam Yuk Sum, both directors of the Company, together were deemed to have interests in 1,851,482,977 Shares representing 73.53% of the voting rights of the Company. In the event that the Directors exercised in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the aggregate interest of Mr. Cheng and Ms. Lam in the Company would be increased to approximately 81.70% of the voting rights of the Company.

The Directors consider that such increase in voting rights would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the percentage of Shares held by the public to less than 25% of the Company's total Shares in issue. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any Shares repurchase made under the Repurchase Mandate.

## 8. REPURCHASE OF SHARES MADE BY THE COMPANY

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

*The following are the biographical details of the retiring Directors proposed for re-election at the AGM:*

## 1. MR. CHENG MAN LOONG, MONTY

Mr. Cheng Man Loong, Monty (鄭文龍先生), aged 80, was appointed as an independent non-executive Director on 26 September 2019. He is also a member of each of Audit Committee, Remuneration Committee and Nomination Committee. Mr. Cheng has extensive experience in trading, sale and manufacturing of toy products. He has engaged in relevant business since 1968. Mr. Cheng worked at various companies, including Nasta (Hong Kong) Limited, that were principally engaged in trading, sale and manufacturing of toy products between 1968 and 2012.

Mr. Cheng has entered into an appointment letter with the Company for a term of two years and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. He is entitled to an annual director's fee of HK$130,000 (which is covered by the appointment letter) as determined by the Board with the recommendation of the Remuneration Committee by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Mr. Cheng does not, at present, nor did he in the past three years, hold any directorships in any other public companies, the securities of which are listed in Hong Kong or overseas.

Mr. Cheng does not hold any other positions in other members of the Group nor does he have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Cheng did not have any interests in the Shares within the meaning of Part XV of the SFO.

## 2. MS. LAM YUK SUM

Ms. Lam Yuk Sum (林玉森女士), aged 66, is an executive Director and the chief executive officer of the Group. She is a member of each of the Remuneration Committee and Nomination Committee. She was appointed as an executive Director of the Company on 25 February 1999 and the chief executive officer of the Group on 31 August 2005. She is responsible for the day-to-day management of the Group, specifically the merchandising management and design and product development. She is also a director of certain subsidiaries of the Company. She joined the Group in 1987 and has over 39 years of experience in fashion design and retail business. She is the wife of Mr. Cheng Chung Man, Johnny, an executive Director and controlling Shareholder.

Ms. Lam has entered into a service agreement with the Company for a term of three years, determinable by either party by giving three months' prior written notice, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. For the year ended 31 March 2026, Ms. Lam received total emoluments of HK$691,000 from the Group. The emoluments of Ms. Lam are determined by the Board with the recommendation of the Remuneration Committee by reference to the Company's operating results, her performance and commitment and the market rates for the position.

Ms. Lam does not at present, nor did she in the past three years, hold any directorships in other public companies, the securities of which are listed in Hong Kong or overseas.

As at the Latest Practicable Date, Ms. Lam was beneficially interested in 272,916,013 Shares within the meaning of Part XV of the SFO. She was also deemed to be interested in the 185,219,227 Shares owned by her spouse, Mr. Cheng Chung Man, Johnny (an executive Director and controlling Shareholder), and 1,393,347,737 Shares owned by Silver Crown Profits Limited (a controlling Shareholder) which was in turn held by the trustee of The J Cheng Family Trust, a discretionary trust, the discretionary objects of which include family members of Ms. Lam and Mr. Cheng. Saved as disclosed herein, Ms. Lam does not have any relationships with other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

## 3. MR. LAM MAN TIN

Mr. Lam Man Tin (林文鈿先生), aged 67, has been an independent non-executive Director since 2 February 2016, and was re-designated as a non-executive Director from 13 July 2018 to 31 October 2025, and subsequently re-designated again as an independent non-executive Director since 1 November 2025. He has been a member of each of the Audit Committee, Remuneration Committee and Nomination Committee from 2 February 2016 to 12 July 2018 and since 1 November 2025. He graduated from the University of Hull with a master degree in strategic marketing (distance learning) in July 1996. Mr. Lam joined Aeon Stores Co., Ltd. in 1992 and has over 30 years of experience in retail and service industries. He was an executive director of Aeon Stores (Hong Kong) Co., Limited ("**Aeon Stores HK**"), a company listed on the Main Board of the Stock Exchange (stock code: 984), from May 1999 to May 2012. Mr. Lam served as the managing director of Aeon Stores HK from May 2006 to May 2012. Following his resignation from the board of directors of Aeon Stores HK, he had been engaged as a consultant of Aeon Stores HK until September 2012. Mr. Lam was an independent non-executive director, a member of each of the audit committee and the remuneration committee and the chairman of the nomination committee of S. Culture International Holdings Limited (currently known as TATA Health International Holding Limited), a company listed on the Main Board of the Stock Exchange (stock code: 1255) from May 2013 to July 2017. He has been the chief executive officer strategist of Shirble Department Store Holdings (China) Limited, a company listed on the Main Board of the Stock Exchange (stock code: 312) from September 2013 to July 2020. He is also the founding member of the Hong Kong Yau Yat Chuen Lions Club.

Mr. Lam has entered into an appointment letter with the Company for a term of two years and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. He is entitled to receive an annual director's fee of HK$130,000 (which is covered by the appointment letter) as determined by the Board with the recommendation of the remuneration committee by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Mr. Lam does not at present, nor did he in the past three years, hold any directorships in any other public companies, the securities of which are listed in Hong Kong or overseas.

Mr. Lam does not hold any other positions in other members of the Group nor does he have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lam did not have any interests in the Shares within the meaning of Part XV of the SFO.

## 4. GENERAL

Save as disclosed above, each of the above retiring Directors proposed for re-election has confirmed that there is no information which is disclosable pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning his/her re-election that need to be brought to the attention of the Shareholders.

# VEEKO INTERNATIONAL HOLDINGS LIMITED
# 威高國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 1173)**

## NOTICE OF 2026 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2026 annual general meeting of Veeko International Holdings Limited 威高國際控股有限公司 (the "**Company**") (the "**Meeting**") will be held in physical form at 10th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 18 September 2026 at 10:30 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 March 2026.

2. To re-elect Mr. Cheng Man Loong, Monty as a director.

3. To re-elect Ms. Lam Yuk Sum as a director.

4. To re-elect Mr. Lam Man Tin as a director.

5. To authorise the board of directors to fix the directors' remuneration.

6. To appoint Prism Hong Kong Limited as the auditor of the Company following the retirement of Ernst & Young and to authorise the board of directors to fix their remuneration.

7. To consider and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

   "**THAT**

   (a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby granted to the directors of the Company to exercise all powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**Securities and Futures Commission**") and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;

(b) the aggregate number of shares of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares of the Company and any repurchased shares of the Company which are pending cancellation) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution) and the approval pursuant to paragraph (a) shall be limited accordingly; and

(c) for the purpose of this resolution, "Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held."

8. To consider and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

"**THAT**

(a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby granted to the directors of the Company (the "**Directors**") to exercise all powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the additional shares of the Company (including any sale or transfer of treasury shares of the Company) and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares of the Company and any repurchased shares of the Company which are pending cancellation) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution) and the said approval shall be limited accordingly:

(i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);

(ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted, as varied from time to time, for the grant of rights to acquire shares of the Company;

(iii) any scrip dividend scheme or similar arrangement implemented in accordance with the articles of association of the Company; or

(iv) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and

(c) for the purpose of this resolution, "Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held."

9. To consider and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of resolutions 7 and 8 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 8 to exercise the powers of the Company to issue, allot and deal with the additional shares of the Company (including any sale or transfer of treasury shares of the Company) be and is hereby extended by the addition thereto the number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution 7, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares of the Company and any repurchased shares of the Company which are pending cancellation) as at the date of passing of this resolution."

By order of the Board
**Veeko International Holdings Limited**
**威高國際控股有限公司**
**Chow Man Yee**
*Company Secretary*

Hong Kong, 26 August 2026

*Notes:*

(1) All resolutions at the Meeting will 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) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

(2) A member entitled to attend and vote at the Meeting is entitled to appoint one or more (if he holds more than one share) proxies to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the Meeting.

(3) In order to be valid, the form of proxy together with the power of attorney, or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company's branch share registrar in Hong Kong no later than 10:30 a.m. on Wednesday, 16 September 2026. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the said form of proxy shall be deemed to be revoked.

(4) For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 15 September 2026 to Friday, 18 September 2026, both days inclusive, during which period no transfer of shares will be registered and the record date will be on Friday, 18 September 2026. In order to be eligible to attend and vote at the Meeting, non-registered holders of shares are required to lodge all transfer documents accompanied by the relevant share certificates 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 no later than 4:30 p.m. on Monday, 14 September 2026.

*As at the date of this notice, the board of directors of the Company comprises two executive directors, namely Mr. Cheng Chung Man, Johnny (Chairman) and Ms. Lam Yuk Sum, and three independent non-executive directors, namely Mr. Cheng Man Loong, Monty, Mr. Lam Man Tin and Ms. Lau Sze Tung.*