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PERFECT GROUP

保發集團

PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED

保發集團國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3326)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Perfect Group International Holdings Limited (the “**Company**”) (the “**AGM**”) will be held at The Garden Rooms (Narcissus Room), 2/F., The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 3 June 2024 at 9:30 a.m. for the following purposes:

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Director(s)**”) and the auditors of the Company for the year ended 31 December 2023;
2. to approve the payment of HK\$0.02 per share (the “**Share(s)**”) as the final dividend of the Company for the year ended 31 December 2023;
3. to re-elect the following retiring Directors:
 - (a) Mr. Chung Chi Keung; and
 - (b) Mr. Wong Wai Keung Frederick;
4. to authorise the board of Directors to fix the remuneration of the Directors;
5. to re-appoint Moore CPA Limited as the auditors of the Company to hold office until the conclusion of the next AGM and to authorise the board of Directors to fix their remuneration;

6. As special business, to consider and pass with or without alterations, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph 6(c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the power of the Company to allot, issue and deal with additional Shares in the share capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for the Shares or such convertible securities, and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 6(a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph 6(a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue to eligible participants thereunder or rights to acquire the Shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the number of issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM;

- (ii) the expiration of the period within which the next AGM is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares or securities convertible into Shares pursuant to an offer of Shares open for a period fixed by the Directors to the holders of Shares or of such securities or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or of such securities or any class thereof as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

7. As special business, to consider and pass with or without alterations, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph 7(c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the power of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on 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 this purpose, and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased pursuant to the approval in paragraph 7(a) above during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next AGM;
 - (ii) the expiration of the period within which the next AGM is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
8. As special business, to consider and pass with or without alterations, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions nos. (6) and (7) above being passed, the general mandate granted to the Directors to exercise the power of the Company to allot, issue and deal with the Shares and to make or grant offers, agreements and options which would or might require the exercise of such power pursuant to resolution no. (6) above be and is hereby extended by adding thereto the number of Shares repurchased by the Company since the granting of the general mandate to the Directors to exercise the power of the Company to repurchase Shares pursuant to resolution no. (7) above, provided that such amount shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution.”

By order of the Board
Perfect Group International Holdings Limited
Kan Kin Kwong
Chairman

Hong Kong, 25 April 2024

Head Office and Principal Place of Business in Hong Kong
26/F., YHC Tower
1 Sheung Yuet Road
Kowloon Bay
Hong Kong

As at the date hereof, the executive Directors are Mr. Kan Kin Kwong, Ms. Shek Mei Chun and Mr. Chung Chi Keung; and the independent non-executive Directors are Mr. Lee Ka Wing, Mr. Fan Chor Ho and Mr. Wong Wai Keung Frederick.

Notes:

1. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) (if he/she/it is the holder of two or more Shares) to attend and on a poll, vote instead of him/her at the AGM and the appointment shall specify the number of Shares in respect of which such proxy is so appointed. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and 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 Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the AGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such joint holders may vote, either in person or by proxy in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Shares shall be accepted to the exclusion of the votes of the other joint registered holders.

To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 29 May 2024 to Monday, 3 June 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 28 May 2024.

5. In order to be eligible to receive the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Thursday, 6 June 2024. The register of members of the Company will be closed from Friday, 7 June 2024 to Thursday, 13 June 2024, both days inclusive, during which period no transfer of Shares will be registered. Subject to the approval by the shareholders of the Company of the proposed final dividend at the AGM, the proposed final dividend will be paid on or around Wednesday, 19 June 2024 to the shareholders of the Company whose names appear on the register of members of the Company on Thursday, 13 June 2024.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in force any time after 7:00 a.m. on the date of the AGM, the AGM will be adjourned according to the articles of association. The Company will publish an announcement on the website of the Company at www.hkperjew.com.hk and on the HKExnews website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify shareholders of the Company the date, time and venue of the rescheduled AGM.