THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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で 河 図 所 エ 以 円 内 ム 円 (incorporated in Bermuda with limited liability)

(stock code: 585)

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS; PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES;

PROPOSED GRANTING OF SPECIFIC MANDATE TO ISSUE AWARDED SHARES; PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME;

AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting (the "AGM") of Imagi International Holdings Limited (the "Company") to be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 10 June 2021, at 10:00 a.m. is set out on pages 21 to 27 of this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, but the form of proxy will in which case be deemed to be revoked.

In the interest of all shareholders' health and safety and in order to prevent and control the spread of Novel Coronavirus 2019 (COVID-19), the Company reminds all shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person, by completing and returning the proxy form attached to this circular.

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SEPCIAL ARRANGEMENTS FOR THE AGM

In view of the ongoing Novel Coronavirus 2019 (COVID-19) and in compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of COVID-19, the Company strongly encourage the Shareholders to participate by voting by proxy in advance of the AGM.

All resolutions proposed at the AGM will be decided on a poll. Shareholders are encouraged to exercise their rights by appointing the chairman of the AGM as their proxy to vote on the proposed resolutions at the AGM instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising rights of the Shareholders.

Completion and return of the form of proxy will not preclude holders of the Shares from attending and voting in person at the AGM or any adjournment thereof should they so wish, but the form of proxy will in which case be deemed to be revoked.

Non-registered holders of the Shares whose Shares are held through bank, brokers, custodians or Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in appointment of proxy.

To protect the attending Shareholders, staff and representatives from related professional parties, the Company will implement the following precautionary and control measures at the AGM against the pandemic including, without limitation:

- compulsory body temperature check. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the meeting venue;
- compulsory wearing of surgical face mask throughout the AGM (no mask will be provided at the AGM venue and attendees should bring and wear their own mask) and those attendees not wearing surgical face masks will not be permitted access to the meeting venue;
- mandatory health declaration;
- maintaining appropriate distancing and spacing in line with the guidance from the HKSAR
 Government will be maintained and as such, the Company may limit the number of attendees
 at the AGM as may be necessary to avoid over-crowding;
- · no distribution of coupons/corporate gifts and no refreshments will be served; and
- every attendee is reminded to observe good personal hygiene at all times.

Subject to the development of COVID-19, the Company may change the AGM arrangements at short notice and may issue further announcement on the website of the Company (www.imagi.hk) as appropriate.

In this circular and the appendices to it, the following expressions have the meanings set out below unless the context requires otherwise:

"Adoption Date" 22 October 2019, being the date of a special general meeting

held on 22 October 2019 to approve the Share Award Scheme

and its implementation;

"AGM" an annual general meeting of the Company to be held at Unit

2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 10 June 2021 at 10:00 a.m., or any

adjournment thereof;

"Annual Limit" a limit equal to 3% of the Company's issued share capital as

at the date of passing of a shareholders' resolution authorising such limit as the maximum number of Awarded Shares which can be issued under the Share Award Scheme from the date of passing of such shareholders' resolution up to the earliest of (i) the conclusion of the next annual general meeting of

the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required

by its bye-laws or any applicable law to be held; and (iii)

the revocation or variation of the approval by members of the Company in general meeting, subject to refreshment annually;

"Award" an award of Awarded Share(s) to Selected Grantee(s) pursuant

to the Share Award Scheme;

"Awarded Share(s)" those awarded share(s) to be awarded to the Selected

Grantee(s) under the subject to the terms and conditions of

the Share Award Scheme;

"Board" the board of Directors;

"Bye-laws" the bye-laws of the Company currently and from time to time

in force;

"Company" Imagi International Holdings Limited, a company incorporated

in Bermuda with limited liability, the Shares of which are

listed on the Main Board of the Stock Exchange;

"close associate(s)" has the meanings ascribed to it under the Listing Rules;

"core connected person(s)" has the meanings ascribed to it under the Listing Rules;

"Director(s)" the director(s) of the Company; "Existing Scheme Mandate Limit" the Scheme Mandate Limit as refreshed at an annual general meeting of the Company held on 26 May 2017, being 10% of the issued share capital of the Company as at 26 May 2017; "Eligible Participant(s)" any employee (whether full time or part time), consultant, executive or officers, directors (including any executive director, non-executive director and independent non-executive director) and senior management of any member of the Group, who, in the sole discretion of the Board, has contributed or may contribute to the growth and development of the Group; "Excluded Participant" any Eligible Participant who is resident in a place where the award of the Awarded Shares and/or the vesting of the Awarded Shares pursuant to the terms of the Scheme is not permitted under the laws or regulations of such place or where in the view of the Board, compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Eligible Participant; the Company and its subsidiaries from time to time; "Group" "Hong Kong" or "HKSAR" the Hong Kong Special Administrative Region of the People's Republic of China; "HK\$" Hong Kong dollar(s), the lawful currency of Hong Kong; "Issue Mandate" the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of the issued share capital of the Company as at the date of passing the relevant resolution and as defined in paragraph 3(a) of the Letter from the Board; "Latest Practicable Date" 13 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular; "Listing Rules" the Rules Governing the Listing of Securities on the Stock

Exchange;

"Repurchase Mandate" the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of the issued share capital of the Company as at the date of passing the relevant resolution and as defined in paragraph 3(b) of the Letter from the Board; "Scheme Mandate Limit" the maximum number of Shares which may be issued and allotted upon the exercise of all options to be granted under the Share Option Scheme which, if refreshed, shall not in aggregate exceed 10% of the Shares in issue as at the date of passing the relevant resolutions; "Selected Grantee(s)" Eligible Participant(s) (excluding any Excluded Participant) selected by the Board (at its absolute discretion) to participate in the Share Award Scheme subject to the terms and conditions as the Board may determine; "Share Award Scheme" the share award scheme of the Company adopted by the Company on the Adoption Date; "Share Award Scheme Mandate the maximum number of Awarded Shares that may be issued Limit" pursuant to the Share Award Scheme, being 10% of the issued share capital of the Company as at the Adoption Date; "SFO" the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); "Share(s)" ordinary share(s) of HK\$0.04 each in the share capital of the Company; "Share Option Scheme" share option scheme adopted by the Company on 11 June 2012; "Shareholder(s)" holder(s) of the Share(s); "Specific Mandate" the specific mandate to be sought from Shareholders at the AGM authorising the Board to issue and allot new Shares up to the Annual Limit, being 24,897,647 new Shares assuming no change in the issued share capital of the Company between the Latest Practicable Date and date of the AGM;

"Stock Exchange" The Stock Exchange of Hong Kong Limited;

"Takeovers Code" the Code on Takeovers and Mergers issued by the Securities

and Futures Commission in Hong Kong as amended from time

to time; and

"%" per cent. or percentage.

IMAGI INTERNATIONAL HOLDINGS LIMITED 意 馬 國 際 控 股 有 限 公 司 *

(incorporated in Bermuda with limited liability)

(stock code: 585)

Executive Directors:

Mr. Kitchell Osman Bin (Acting Chairman)

Mr. Shimazaki Koji

Ms. Choi Ka Wing

Independent non-executive Directors:

Dr. Santos Antonio Maria

Mr. Miu Frank H.

Ms. Liu Jianyi

Mr. Chan Hak Kan

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Head office and principal place

of business in Hong Kong:

Room 2205-09, 22nd Floor

China United Centre

28 Marble Road

North Point, Hong Kong

19 April 2021

To the Shareholders,

Dear Sir or Madam,

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW
SHARES AND TO REPURCHASE SHARES;
PROPOSED GRANTING OF SPECIFIC MANDATE TO ISSUE AWARDED

PROPOSED GRANTING OF SPECIFIC MANDATE TO ISSUE AWARDED SHARES;

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME;

AND

NOTICE OF ANNUAL GENERAL MEETING

^{*} for identification purpose only

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information relating to resolutions to be proposed at the AGM for (i) the re-election of the retiring Directors at the AGM; (ii) the granting of the Issue Mandate to the Directors; (iii) the granting of the Repurchase Mandate to the Directors; (iv) the extension of the Issue Mandate by adding the number of Shares repurchased by the Company under the Repurchase Mandate; (v) the granting of the Specific Mandate to Directors to issue the Awarded Shares under the Annual Limit of the Share Award Scheme; (vi) the refreshment of the Scheme Mandate Limit under the Share Option Scheme; and (vii) a notice convening the AGM, to enable you to make an informed decision on whether to vote for or against those resolutions proposed at the AGM.

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Bye-law 87 of the Bye-laws, at each annual general meeting, at least one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for specific term) shall be subject to retirement at an annual general meeting at once every three years. Accordingly, Mr. Shimazaki Koji, Ms. Choi Ka Wing and Mr. Chan Hak Kan, being executive Directors and independent non-executive Director respectively, will be retired from offices and offer themselves for reelection as executive Directors and independent non-executive Director respectively at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at the relevant general meeting. The requisite details of the above Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM for the purpose to approve the granting of new general and unconditional mandates to the Directors:

(a) to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of such proposed resolution (i.e. up to a maximum of 165,984,314 Shares on the basis that the issued share capital of the Company of 829,921,572 Shares remains unchanged from the Latest Practicable Date to the date of the AGM) (the "Issue Mandate");

- (b) to repurchase Shares on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of not exceeding 10% of the total number of issued Shares as at the date of passing of such proposed resolution (i.e. up to a maximum of 82,992,157 Shares on the basis that the issued share capital of the Company of 829,921,572 Shares remains unchanged from the Latest Practicable Date to the date of the AGM) (the "Repurchase Mandate"); and
- (c) to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and Repurchase Mandate would continue in force until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company hold after the AGM;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) the date on which the Issue Mandate and/or the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the Board have no present plan to repurchase any Shares under the Repurchase Mandate and to issue new Shares under the Issue Mandate.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF SPECIFIC MANDATE TO ISSUE AWARDED SHARES UNDER THE ANNUAL LIMIT OF THE SHARE AWARD SCHEME

The Share Award Scheme was adopted by the Company on 22 October 2019. The specific objectives of the Share Award Scheme are (i) to recognise the contributions by certain Eligible Participants and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group. The Share Award Scheme does not constitute a share option scheme of the Company for the purpose of Chapter 17 of the Listing Rules.

The Board may from time to time at its absolute discretion to grant the Awarded Share(s) to the Eligible Participant(s) (excluding any Excluded Participant) without affecting the operation of the Share Award Scheme in general and in such number and subject to such terms and conditions as the Board may in its absolute discretion determine. The Board shall not make any further Award which will result in the aggregate number of Shares awarded by the Board under the Share Award Scheme exceeding the Share Award Scheme Mandate Limit, being 10% of the issued share capital of the Company as at the Adoption Date (being 69,192,157 Shares). The maximum aggregate number of the Shares which may be awarded to a Selected Grantee under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company as at the date of grant of the Award.

Where any grant of Awarded Shares is proposed to be made to any person who is a connected person of the Company within the meaning of the Listing Rules notwithstanding the approval by the Shareholders of the Specific Mandate, the Company will comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or shareholders' approval requirements, unless otherwise exempted under the Listing Rules.

No Award will be made by the Board and no new Awarded Shares may be issued under the Share Award Scheme where dealings in the Shares are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time. In particular, no such grant is to be made and no such new Awarded Shares may be issued:

- (i) after an event involving inside information in relation to affairs or securities of the Company has occurred or a matter involving inside information in relation to the securities of the Company has been the subject of a decision, until such inside information has been publicly announced in accordance with the applicable laws and the Listing Rules;
- (ii) during the period of 60 days immediately preceding the publication date of the annual results for any financial period of the Company or, if shorter, the period from the end of the relevant financial period up to the publication date of the results;
- (iii) during the period of 30 days immediately preceding the publication date of the interim results for any financial period of the Company or, if shorter, the period from the end of the relevant half-year period of the financial period up to the publication date of the results; or
- (iv) in any circumstance which is prohibited under the Listing Rules, the SFO or any other law or regulation or where any requisite approval from any governmental or regulatory authority has not been granted.

The Board has an overriding power at all times to refuse to issue any Awarded Shares in circumstances including if the Board considers that issuing such Awarded Shares may breach or contravene any law, rule or regulation.

The Board is also subject to the following mechanisms to operate the Share Award Scheme:

- (i) subject always to the Share Award Scheme Mandate Limit, a limit equal to 3% of the Company's issued share capital as at the date on which the Specific Mandate is approved by the Shareholders at the general meeting as the maximum number of Awarded Shares which can be issued from the date of such general meeting of the Company to the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by its bye-laws or any applicable law to be held; and (c) the revocation or variation of the approval by members of the Company in general meeting; and
- (ii) the Company may, on an annual basis, seek approval from Shareholders at a general meeting to refresh the Annual Limit such that the maximum number of Awarded Shares (excluding Awards that have been cancelled or lapsed) will not exceed 3% of the Company's issued share capital as at the date of the general meeting approving such refreshment. To the extent the Annual Limit has expired and the Company has not sought Shareholders' approval to refresh the Annual Limit at a general meeting, the Company may not grant further Awards until refreshment of the Annual Limit is approved by Shareholders at a general meeting.

As at the Latest Practicable Date, there is no Award granted under the Share Award Scheme since the Adoption Date. At an annual general meeting of the Company held on 11 June 2020, the Annual Limit was approved by the then Shareholders such that the total number of Shares which may fall to be issued under the Share Award Scheme must not exceed 24,897,647 Shares which can be issued from the date of such general meeting of the Company to the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by its bye-laws or any applicable law to be held; and (c) the revocation or variation of the approval by a resolutions of members of the Company in general meeting.

The refreshment of the Annual Limit to issue of Awarded Shares under the Share Award Scheme is conditional upon the satisfaction of the following conditions:

(i) the Specific Mandate for the issue of Awarded Shares under the Share Award Scheme being approved by the Shareholders entitled to vote at the AGM; and

(ii) the listing of and permission to deal in the Awarded Shares to be issued having been granted by the Stock Exchange, whether with or without condition that may be granted under the refreshed limit of the Share Award Scheme up to 3% of the total issued Shares as at the date of passing of the relevant ordinary resolution at the AGM (being 24,897,647 new Shares, based on 829,921,572 issued Shares as at the Latest Practicable Date and assuming no further Shares will be issued and/or repurchased prior to the date of approving the refreshment of the Annual Limit by the Shareholders).

An application will be made by the Company to the Listing Committee of the Stock Exchange in respect of Awarded Shares to be issued under Annual Limit of the Specific Mandate. Awarded Share(s) may only be issued after obtaining from the Stock Exchange the listing of, and permission to deal in, such Awarded Share(s).

Subject to the satisfaction of the aforesaid conditions, and any early termination as may be determined by the Board pursuant to the Share Award Scheme, the Share Award Scheme shall be valid and effective for a term commencing on the Adoption Date and ending on the tenth (10) anniversary of the Adoption Date.

The Board has no present intention to grant any Awarded Shares as at the Latest Practicable Date and in the next 12 months.

5. PROPOSED REFRESHMNET OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 11 June 2012. The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants as incentives and/or rewards for their contribution to the Group. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. At an annual general meeting of the Company held on 26 May 2017, the Scheme Mandate Limit was refreshed and approved by the then Shareholders such that the total number of Shares which may fall to be issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option scheme(s) as may from time to time be adopted by the Company must not exceed 68,942,157 Shares under the Existing Scheme Mandate Limit (representing approximately 8.31% of the issued share capital of the Company. As at the Latest Practicable Date, there is no option granted under the Existing Scheme Mandate Limit. The Board has no present intention to grant any options pursuant to the Share Option Scheme to the Eligible Participants as at the Latest Practicable Date and in the next 12 months.

As at the Latest Practicable Date, no outstanding options were granted but yet to be exercised under the Share Option Scheme which carrying the rights to subscribe for Shares.

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme (the "10% Scheme Limit"). The listed issuer may seek approval by its shareholders in general meeting for "refreshing" the 10% Scheme Limit. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as "refreshed" must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as "refreshed". The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

Pursuant to the note to Rule 17.03(4) of the Listing Rules and the Share Option Scheme, unless approved by shareholders in the manner set out in the note to Rule 17.03(4) of the Listing Rules, the total number of Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the Shares in issue. Where any further grant of options to a participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by the Shareholders in general meeting which such participant and his close associates (or his associates if the participant is a connected person) abstaining from voting. None of the participant for options in any 12-month period will excess 1% of the Shares in issue from time to time save as with separate approval from the Shareholders.

In order to give the Company the flexibility to grant share options to eligible participants under the Share Option Scheme as incentive and/or rewards of their contribution to the Group, the Directors consider that it is in the interest of the Company to refresh the Scheme Mandate Limit. If such refreshment is approved at the AGM and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of AGM, the Company will be allowed under the refreshed limit, to grant up to 82,992,157 share options pursuant to the Share Option Scheme, entitling the grantees to subscribe for a total of 82,992,157 Shares, representing approximately, but not exceeding, 10% of the issued Shares as at the date of the AGM.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the AGM to approve the said refreshment; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the total issued Shares as at the date of passing of the relevant ordinary resolution at the AGM.

An application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme.

6. AGM

A notice convening the AGM to be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 10 June 2021, at 10:00 a.m. is set out on pages 21 to 27 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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 hand. Accordingly, the chairman of the AGM will exercise his power in accordance with Bye-law 66 of the Bye-laws to put each of the resolutions set out in the notice of AGM to vote by way of poll at the AGM. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions to be proposed at the AGM.

The register of members of the Company will be closed, for the purposes of determining the Shareholders who are entitled to attend and vote at the AGM, from Monday, 7 June 2021 to Thursday, 10 June 2021 (both days inclusive), during which period no transfer of the Share(s) can be registered. In order to qualify for attending and voting at the AGM, all share transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 4 June 2021.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.imagi.hk). Whether or not you intend to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time scheduled for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, your proxy form shall be deemed to be revoked.

7. RECOMMENDATIONS

The Directors consider that the proposed re-election of the retiring Directors, the granting/ extension of the Issue Mandate, the granting of the Repurchase Mandate, the granting of the Specific Mandate to issue Awarded Shares under the Share Award Scheme and the refreshment of the Scheme Mandate Limit under the Share Option Scheme are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

8. ADDITIONAL INFORMATION

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

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board of
Imagi International Holdings Limited
Kitchell Osman Bin
Acting Chairman

INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Pursuant to the Listing Rules, the particulars of the Directors, who will retire and offer themselves for re-election at the AGM, are provided as follows:

1. Mr. Shimazaki Koji ("Mr. Shimazaki"), aged 51, has been appointed as an executive Director on 10 May 2016. He is also a director of certain subsidiaries of the Company. Mr. Shimazaki holds a Bachelor of Science degree in Engineering and a Master degree in Electrical Engineering from Kanagawa University in Yokohama, Japan. Mr. Shimazaki has over 20 years of experience in web engineering. Mr. Shimazaki has been an executive director and chief executive officer of Radford Capital Investment Limited (currently known as Goldstone Investment Group Limited, stock code: 901) for a period from May 2005 and May 2008 respectively to October 2013; and an executive director of Unity Investments Holdings Limited (stock code: 913) for the period from December 2013 to November 2014, both of which are companies listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Shimazaki does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Shimazaki does not have any relationship with other Directors, senior management, substantial or controlling Shareholders (within the meaning of the Listing Rules) and he had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Shimazaki has entered into a letter of appointment with the Company initially for a term of two years in 2016 which was further renewed between Mr. Shimazaki and the Company in 2018 for a further term of three years. He is subject to retirement by rotation and is eligible for re-election at the AGM in accordance with the Bye-laws. Mr. Shimazaki is currently entitled to director emolument of HK\$50,000 per month which is determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his past experience, duties and responsibilities within the Group and the prevailing market situation.

Save as disclosed above, there is no other information relating to the re-election of Mr. Shimazaki as an executive Director that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders.

INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

2. **Ms. Choi Ka Wing** ("**Ms. Choi**"), aged 38, has been appointed as an executive Director on 12 May 2016. She is also a director of certain subsidiaries of the Company. Ms. Choi completed her high-school education in Hong Kong and had further her studies at Perth Institute of Business and Technology in Perth, Australia. Ms. Choi worked in customer services in the catering division of a 5 star hotel in Hong Kong for over one year and gained experience in food and beverage and entertainment business. Ms. Choi had been an executive director of Unity Investments Holdings Limited, a company listed on Main board of the Stock Exchange (stock code: 913), for the period from October 2006 to November 2014.

Save as disclosed above, Ms. Choi does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Ms. Choi does not have any relationship with other Directors, senior management, substantial or controlling Shareholders (within the meaning of the Listing Rules). As at the Latest Practicable Date, Ms. Choi has an interest in 600,000 Shares, she had no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Choi has entered into a letter of appointment with the Company initially for a term of two years in 2016 which was renewed between Ms. Choi and the Company in 2018 for a further term of three years. She is subject to retirement by rotation and is eligible for reelection at the AGM in accordance with the Bye-laws. Ms. Choi is currently entitled to director emolument of HK\$45,000 per month which is determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to her past experience, duties and responsibilities within the Group and the prevailing market situation.

Save as disclosed above, there is no other information relating to the re-election of Ms. Choi as an executive Director that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders.

INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

3. Mr. Chan Hak Kan ("Mr. Chan"), aged 44, has been appointed as an independent nonexecutive Director, a member of audit committee, remuneration committee and nomination committee of the Company on 10 May 2019. Mr. Chan graduated from the Department of Government and Public Administration of The Chinese University of Hong Kong and completed a master's program and obtained master's degree in law and public affairs from The Chinese University of Hong Kong. Mr. Chan was elected as a member of the Legislative Council of Hong Kong for three consecutive terms in 2008, 2012 and 2016. Mr. Chan was granted Chief Executive's Commendation for Community Service in 2005, was appoint as a Justices of the Peace in 2012 and received a Bronze Bauhinia Star in 2016. Mr. Chan is currently a member of the Legislative Council of Hong Kong, a vice chairman of the Democratic Alliance for the Batterment and Progress of Hong Kong and deputy convenor of the Pro-Establishment Camp of the Legislative Council. Mr. Chan is currently an independent non-executive director of Xinyi Electric Storage Holdings Limited (stock code: 8328, a company listed on GEM of the Stock Exchange) and Oshidori International Holdings Limited, substantial Shareholder since May 2020 (stock code: 622, a company listed on the Main Board of the Stock Exchange).

Save as disclosed above, Mr. Chan does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Chan does not have any relationship with other Directors, senior management, substantial or controlling Shareholders (within the meaning of the Listing Rules) and he had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chan has entered into an appointment letter for a term of two years with the Company in May 2019. Mr. Chan is currently entitled to director fee of HK\$20,000 per month which is determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his past experience, duties and responsibilities within the Group and the prevailing market situation.

Save as disclosed above, there is no other information relating to the re-election of Mr. Chan as an independent non-executive Director that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, serves to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 829,921,572. Subject to the passing of the resolution numbered approving the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be authorised to repurchase up to a maximum of 82,992,157 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE OF SHARES

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

3. FUNDING OF REPURCHASE

Any repurchase will only be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda.

As compared with the financial position disclosed in the latest published audited financial statements of the Company as at 31 December 2020, there might have adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to make any repurchase to the extent that would have a material adverse effect on the working capital or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

4. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, 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 for all the Shares not already owned by such Shareholders or group of Shareholders.

Assuming no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of AGM, on exercise of full of the Repurchase Mandate, the number of issued Shares will decrease from 829,921,572 to 746,929,415.

As at the Latest Practicable Date, Oshidori International Holdings Limited ("Oshidori"), being the beneficial owners in 158,338,200 Shares through Kenson Investment Limited, representing 19.08% of the total number of issued Shares. If, which is not presently contemplated, the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of Oshidori would be increased from 19.08% to 21.20% and such increase will not give arise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in (i) any persons has obligation to make a mandatory offer under the requirements of Takeovers Code; or (ii) the number of Shares in the hands of public falling below 25% or as from time to time as prescribed minimum percentage of public float under the Listing Rules.

5. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Share (whether on the Stock Exchange or otherwise) in the six (6) months immediately preceding the Latest Practicable Date.

6. MARKET PRICES OF THE SHARES

The highest and lowest market closing prices per Share at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Closing price per Share	
	Highest	Lowest
	HK\$	HK\$
2020		
April	0.670	0.500
May	0.560	0.495
June	0.740	0.510
July	0.820	0.610
August	0.810	0.800
September	0.880	0.670
October	0.820	0.800
November	0.810	0.800
December	0.800	0.800
2021		
January	1.550	0.800
February	1.080	0.870
March	1.350	0.800
April (up to the Latest Practicable Date)	2.100	1.640

7. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the laws of Bermuda.

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

IMAGI INTERNATIONAL HOLDINGS LIMITED 意 馬 國 際 控 股 有 限 公 司 *

(incorporated in Bermuda with limited liability)

(stock code: 585)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "AMG") of Imagi International Holdings Limited (the "Company") will be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 10 June 2021, at 10:00 a.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESS

- 1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the directors of the Company and of the independent auditor of the Company for the year ended 31 December 2020.
- 2. (a) To re-elect Mr. Shimazaki Koji as an executive director of the Company.
 - (b) To re-elect Ms. Choi Ka Wing as an executive director of the Company.
 - (c) To re-elect Mr. Chan Hak Kan as an independent non-executive director of the Company.
 - (d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
- 3. To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix auditors' remuneration.

^{*} for identification purpose only

AS SPECIAL BUSINESS

4. To consider and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution:

"THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the "Director(s)") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (the "Shares") and to make or grant offers, agreements and options (including bonds, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares;
 - (iii) the exercise of options granted under the share option scheme or similar arrangement of the Company; or
 - (iv) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time,

shall not exceed 20% of the total number of the issued shares of the Company as at the date of 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 annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held: or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"Rights Issue" means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions or obligations under the laws of, or the requirements of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange)."

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

"THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the "Director(s)") during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (c) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."
- 6. To consider and, if though fit, pass with or without amendments, the following resolution as an ordinary resolution:
 - "THAT conditional upon the passing of resolutions numbered 4 and 5 of the notice convening this meeting (the "Notice"), the general mandate referred to in the resolution set out in resolution numbered 4 of the Notice granted to the Directors to allot, issue and otherwise deal with any additional Shares be and is hereby extended by the addition thereto of the total nominal amount of shares of the Company which may be purchased by the Company under the authority granted pursuant to resolution numbered 5, provided that such amount of shares of the Company so purchased shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution."
- 7. To consider and, if though fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT

- (a) subject to paragraph (b) of this resolution, a specific mandate ("Specific Mandate") be and is hereby given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue and otherwise deal with new ordinary shares of the Company ("Shares") underlying any awards ("Awards") granted under and pursuant to the terms of the share award scheme of the Company upon fulfilment of the vesting conditions (if any) attached to such Awards, be and is hereby approved;
- (b) the maximum number of new Awards which may be granted by the Directors during the Relevant Period (as defined below) under the Specific Mandate shall not exceed three per cent. (3%) of the issued share capital of the Company as at the date of passing of this resolution; and

- (c) for the purposes of this resolution "Relevant Period" means the period from the passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by its bye-laws or any applicable law to be held; and
 - (iii) the revocation or variation of the approval given by this resolution by a resolution of members of the Company in general meeting."
- 8. To consider and, if though fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares to be issued upon exercise of any options to be granted under the Refreshment Limit (as defined below) pursuant to the share option scheme (the "Share Option Scheme") adopted by the Company on 11 June 2012, the scheme mandate limit under the Share Option Scheme be refreshed so that the total number of shares of the Company to be allotted and issued upon exercise of any options to be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution (the "Refreshed Limit") and that the directors of the Company be and are hereby authorised to grant options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options."

By order of the Board

Imagi International Holdings Limited

Kitchell Osman Bin

Acting Chairman

Hong Kong, 19 April 2021

As at the date of this notice, the board of directors of the Company comprises the following directors:

Executive directors:

Mr. Kitchell Osman Bin (Acting Chairman)

Mr. Shimazaki Koji

Ms. Choi Ka Wing

Independent non-executive directors:

Dr. Santos Antonio Maria

Mr. Miu Frank H.

Ms. Liu Jianyi

Mr. Chan Hak Kan

Registered office: Head office and principal place
Clarendon House of business in Hong Kong:
2 Church Street Room 2205-09, 22nd Floor

Hamilton HM11 China United Centre, 28 Marble Road

North Point, Hong Kong

Notes:

Bermuda

- 1. A member of the Company entitled to attend and vote at the annual general meeting may appoint one or more than one proxy to attend and vote on his/her behalf. The 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 appointed.
- 2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- 3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited to Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- 4. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish, but the form of proxy in which case shall be deemed to be revoked.
- 5. The register of members of the Company will be closed, for the purposes of determining the shareholders of the Company who are entitled to attend and vote at the AGM, from Monday, 7 June 2021 to Thursday, 10 June 2021 (both days inclusive), during which period no transfer of share(s) of the Company can be registered. In order to qualify for attending and voting at the meeting, unregistered holders of share(s) of the Company should ensure all share transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 4 June 2021.

6. PRECAUTIONARY AND CONTROL MEASURES AT THE AGM

In view of the ongoing Novel Coronavirus (COVID-19) and in compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of COVID-19, the Company will implement the following precautionary and control measures at the AGM including, without limitation:

- compulsory body temperature check. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the meeting venue;
- compulsory wearing of surgical face mask throughout the AGM (no mask will be provided at the AGM venue and attendees should bring and wear their own mask) and those attendees not wearing surgical face masks will not be permitted access to the meeting venue;
- mandatory health declaration;
- maintaining appropriate distancing and spacing in line with the guidance from the HKSAR
 Government will be maintained and as such, the Company may limit the number of
 attendees at the AGM as may be necessary to avoid over-crowding;
- no distribution of coupons/corporate gifts and no refreshments will be served;
- every attendee is reminded to observe good personal hygiene at all times; and
- subject to the development of COVID-19, the Company may implement any further precautionary and control measures.

In the interest of all shareholders' health and safety and in order to prevent and control the spread of COVID-19, the Company reminds all shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.