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## **Kiu Hung International Holdings Limited**

**僑雄國際控股有限公司**

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

**(Stock Code: 00381)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an special general meeting (the “**Special General Meeting**”) of Kiu Hung International Holdings Limited (the “**Company**”) will be held at Harbour Plaza Room I, B1/F, Harbour Plaza, North Point, 665 King’s Road, North Point, Hong Kong on Monday, 19 April 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution to be proposed as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the Sale and Purchase Agreement dated 11 September 2019 (the “**Sale and Purchase Agreement**”), the supplemental agreement dated 20 July 2020 (the “**Supplemental Agreement**”) the second supplemental agreement dated 23 March 2021 (the “**Second Supplemental Agreement**”) and the third supplemental agreement dated 25 March 2021 (the “**Third Supplemental Agreement**”) entered into between Sheen World International Holding Limited (the “**Vendor**”), Mr. Lin Wei (the “**Guarantor**”) and Fujian Green Forest Agricultural Technology Co., Ltd. (the “**Purchaser**”) in relation to the acquisition of 51% equity interests in Hubei Jincaotang Pharmaceutical Co., Ltd. (the “**Target Company**”) at an aggregate consideration of HK\$170,000,000 (the “**Consideration**”), which shall be satisfied by the allotment and issue of the convertible bonds with an aggregate principal amount of HK\$170,000,000 (the “**Convertible Bonds**”) by the Company to the Vendor (or its nominee), at the conversion price of HK\$2 per conversion share of the convertible bonds, and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified (copies of the Sale and Purchase Agreement, the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement have been tabled at the Special General Meeting for the purpose of identification);
- (b) Subject to the approval of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, and permission to deal in, the Conversion Shares (as defined in the circular issued by the Company on 30 March 2021), a specific mandate

(the “**Specific Mandate**”) be and is hereby granted to the board of directors of the Company (the “**Directors**”) to issue the and allot the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds at conversion price of HK\$2 per Conversion Shares (subject to adjustment pursuant to the terms and conditions of the Convertible Bonds), on and subject to the terms and conditions of the Convertible Bonds, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and

- (c) any one of the Directors be and is hereby authorised to do all such further acts and things and sign, agree, ratify and/or execute all such further documents or instruments under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Sale and Purchase Agreement, the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement and any of the transactions contemplated thereunder.”

By order of the Board  
**Kiu Hung International Holdings Limited**  
**Zhang Qijun**  
*Chairman*

Hong Kong, 30 March 2021

*Registered office:*  
Continental Building, 3rd Floor,  
25 Church Street,  
Hamilton HM12  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Flat E, 20th Floor,  
Lucky Plaza,  
Wan Chai  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Special General Meeting convened by the above notice is entitled to appoint one proxy or, if the member holds two or more shares of the Company (the “**Shares**”), to appoint more than one proxy, to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Special General Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not later than 48 hours before the time for holding the Special General Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the Special General Meeting or any adjournment thereof, should he so wish.

3. The register of member of the Company will be closed from Wednesday, 14 April 2021 to Monday, 19 April 2021 to determine the entitlement to attend and vote at the Special General Meeting. During such period, no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Special General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 13 April 2021.

*As at the date of this notice, the Board comprises three executive Directors, Mr. Zhang Qijun, Mr. Chen Jian and Mr. Liu Mingqing and five independent non-executive Directors, Mr. Wang Xiao Ning, Mr. Cheng Ho On, Mr. Kong Chun Wing, Mr. Lai Chi Yin, Samuel, and Ms. Chen Yuxin.*