

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 you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, certified public accountant or other professional adviser.

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

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Vision International Holdings Limited
威誠國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8107)

**REQUISITION FOR AN
EXTRAORDINARY GENERAL MEETING
FOR REMOVAL OF DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the EGM to be held at Unit 1203B, 1204-05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Thursday, 26 October 2023, at 11:00 a.m. is set out on pages 6 to 7 of this circular.

A proxy form for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Company's Hong Kong branch registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the EGM or adjourned meeting (as the case may be). Completion and return of the proxy form shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

This circular will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for seven days from the date of its posting and on the Company's website at www.vision-holdings.com.hk.

5 October 2023

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Articles”	the articles of association of the Company as amended and restated, supplemented or modified from time to time
“Board”	the board of Directors
“Company”	Vision International Holdings Limited (威誠國際控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (stock code: 8107)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Unit 1203B, 1204-05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Thursday, 26 October 2023, at 11:00 a.m., or, where the context so admits, any adjournment of such extraordinary general meeting
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended by the Stock Exchange from time to time
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Member(s)”	a duly registered holder(s) from time to time of the shares in the issued share capital of the Company
“Proposed Resolution”	the proposed ordinary resolution set out in the Requisition Notice from the Requisitionist to the Company in relation to the removal of Director as referred to in this circular
“Requisition”	the subject requisition contained in the Requisition Notice relating to the proposed removal of certain Director as referred to in this circular
“Requisition Notice”	a letter dated 26 September 2023 by the Company from the Requisitionist setting out the Requisition made pursuant to Article 58 of the Articles

DEFINITIONS

“Requisitionist”	HKSCC Nominees Limited, in its capacity as the nominee of CCASS Depository (a recognised clearing house), who made the Requisition pursuant to the instruction of Mr. Lau Chi Wing James, being the beneficial owner of approximately 56.85% of the total issued share capital of the Company carrying the right of voting at general meetings of the Company as at the date of deposit of the Requisition, and who is a controlling shareholder of the Company
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



Vision International Holdings Limited

威誠國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8107)

Executive Directors:

Mr. Lau Kai Tai (*Chairman*)

Mr. Cheuk Ka Chun Kevin

Ms. Ng Hoi Yung Yo Yo

Independent Non-executive Directors:

Dr. Liu Ta-pei

Ir Prof. Young Andrew Meng Cheung

Mr. Cha Ho Wa

Mr. Chu Kin Ming

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

3/F, China United Plaza

1002–1008 Tai Nan West Street

Cheung Sha Wan

Kowloon

Hong Kong

5 October 2023

To the Shareholders,

Dear Sir or Madam,

**REQUISITION FOR AN
EXTRAORDINARY GENERAL MEETING
FOR REMOVAL OF DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 28 September 2023 in relation to the Requisition Notice. The purpose of this circular is to provide you with (i) information relating to the Proposed Resolution under the Requisition; and (ii) the notice of EGM.

LETTER FROM THE BOARD

REQUISITION BY A SHAREHOLDER

The Board received the Requisition Notice dated 26 September 2023 from the Requisitionist, requesting the Board to convene an extraordinary general meeting for considering and, if thought fit, passing the following ordinary resolution:

“**THAT** Ms. Ng Hoi Yung Yo Yo be and is hereby removed as a Director of the Company pursuant to article 83(5) of the Articles of Association of the Company with immediate effect upon passing of this resolution.”

RELEVANT PROVISIONS UNDER THE ARTICLES

Pursuant to article 58 of the Articles, the Board may whenever it thinks fit call an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting, on a one vote per share basis, at general meetings of the Company; and such meeting shall be held within two (2) months after the deposit of such requisition. If the Board does not within twenty-one (21) days of such deposit proceed duly to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Further pursuant to article 83(5) of the Articles, the Members may, at any general meeting convened and held in accordance with the Articles, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his term of office notwithstanding anything to the contrary in the Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

REASONS FOR THE PROPOSED RESOLUTION

The Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolution. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Resolution for consideration.

EGM AND PROXY ARRANGEMENT

A notice convening the EGM with the resolution is set out on pages 6 to 7 of this circular. Whether or not you intend to attend the meeting or any adjourned meeting, you are requested to complete the accompanying form of proxy and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you wish to do so.

LETTER FROM THE BOARD

No Shareholder will be required to abstain from voting on the resolution to be proposed at the EGM regarding the Proposed Resolution under the Requisition.

For determining the eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 20 October 2023 to Thursday, 26 October 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 19 October 2023.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general 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 hands. Accordingly, the resolution set out in the notice of EGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. Save and except Ms. Ng Hoi Yung Yo Yo, 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.

LANGUAGE

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
For and on behalf of the Board
Vision International Holdings Limited
Mr. Lau Kai Tai
Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



Vision International Holdings Limited

威誠國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8107)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Vision International Holdings Limited (the “**Company**”) as requisitioned by one of its shareholders in accordance with the articles of association of the Company (the “**Articles**”) will be convened and held at Unit 1203B, 1204-05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Thursday, 26 October 2023, at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment(s), the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT** Ms. Ng Hoi Yung Yo Yo be and is hereby removed as a Director of the Company pursuant to Article 83(5) of the Articles of Association of the Company with immediate effect upon passing of this resolution.”

By order of the Board
Vision International Holdings Limited
Mr. Lau Kai Tai
Chairman and Executive Director

Hong Kong, 5 October 2023

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a shareholder of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
- (3) Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (4) A proxy form for use at the Meeting is enclosed.
- (5) In order to be valid, the proxy form, 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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (6) Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (7) The transfer books and register of members of the Company will be closed from Friday, 20 October 2023 to Thursday, 26 October 2023, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 19 October 2023.
- (8) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this circular, the Board comprises (i) three executive Directors, namely, Mr. Lau Kai Tai (Chairman), Mr. Cheuk Ka Chun Kevin, Ms. Ng Hoi Yung Yo Yo; and (ii) four independent non-executive Directors, namely Dr. Liu Ta-pei, Ir Prof. Young Andrew Meng Cheung, Mr. Cha Ho Wa, and Mr. Chu Kin Ming.