

**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)**

**PROPOSED SHARE SUBDIVISION;  
PROPOSED CHANGE OF COMPANY NAME;  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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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 21/F, Grand Millennium Plaza, 183 Queen's Road Central, Sheung Wan, Hong Kong on Wednesday, 24 July 2024, at 10:00 a.m. is set out on pages 12 to 14 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 share 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). Submission of a 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 Company Announcements" page of the GEM website at [www.hkexnews.hk](http://www.hkexnews.hk) for a minimum period of seven days from the date of its publication and on the Company's website at [www.vision-holdings.com.hk](http://www.vision-holdings.com.hk).

2 July 2024

## **CHARACTERISTICS OF GEM**

**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:*

“Board”	the board of Directors
“Business Day(s)”	any day (other than a Saturday, Sunday and public holiday) on which banks in Hong Kong are open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the change in the board lot size of the Company’s ordinary shares for trading on GEM from 10,000 Shares to 5,000 Subdivided Shares subject to and after the Share Subdivision becoming effective
“Company”	Vision International Holdings Limited (威誠國際控股有限公司), a 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 to consider, if thought fit, approve the Proposed Share Subdivision and the Proposed Change of Company Name at 21/F, Grand Millennium Plaza, 183 Queen’s Road Central, Sheung Wan,, Hong Kong on Wednesday, 24 July 2024, at 10:00 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
“General Mandate”	the mandate granted to the Directors by the Shareholders at the annual general meeting held on 19 May 2023 to allot, issue and deal with up to 20% of the then issued share capital of the Company (being 24,000,000 Shares as at the date of the aforesaid annual general meeting)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

## DEFINITIONS

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Placing”	the placing, on a best effort basis, of up to 8,550,000 new Shares, pursuant to the terms and conditions of the placing agreement entered into between the Company and Cheong Lee Securities Limited dated 24 June 2024, details of which are set forth in the Company’s announcement dated 24 June 2024
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Vision International Holdings Limited” to “Ficus Technology Holdings Limited”; and to adopt “細葉榕科技控股有限公司” as the dual foreign name of the Company to replace its existing dual foreign name of “威誠國際控股有限公司”
“Proposed Share Subdivision”	the proposed subdivision of each issued and unissued Share into ten (10) Subdivided Shares
“Share Option Scheme”	share option scheme adopted by the Company on 16 April 2018
“Share(s)”	the ordinary share(s) with a nominal value of HK\$0.1 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company upon the Proposed Share Subdivision becoming effective
“%”	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  
Mr. Wong Ching

*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

*Headquarters and Principal place of  
business in Hong Kong:*

Unit 1305-10  
Delta House  
3 On Yiu Street  
Shatin, New Territories

2 July 2024

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED SHARE SUBDIVISION;  
PROPOSED CHANGE OF COMPANY NAME;  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 26 June 2024 in relation to the Proposed Share Subdivision, the Change in Board Lot Size and the Proposed Change of Company Name (the “**Announcement**”).

The Directors wish to seek the approval of the Shareholders at the EGM for the Proposed Share Subdivision and the Proposed Change of Company Name. The purpose of the circular is to provide you with information regarding the resolutions to be proposed at the EGM relating to the above matters and the notice of the EGM.

## LETTER FROM THE BOARD

### 2. PROPOSED SHARE SUBDIVISION

The Board proposes to subdivide each of the existing issued and unissued Shares of par value of HK\$0.1 each in the share capital of the Company into ten (10) Subdivided Shares of par value of HK\$0.01 each.

#### Effect of the Proposed Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 1,000,000,000 Shares of par value of HK\$0.1 each, of which 135,450,000 Shares of par value of HK\$0.1 each have been issued and are fully paid or credited as fully paid. Upon the Proposed Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$100,000,000 divided into 10,000,000,000 Subdivided Shares of par value of HK\$0.01 each, of which 1,354,500,000 Subdivided Shares of par value of HK\$0.01 will be in issue and fully paid or credited as fully paid, assuming that no further Shares are issued or repurchased prior to the Proposed Share Subdivision becoming effective.

Reference is made to the Company's announcement dated 24 June 2024 in relation to the Placing (the "**Placing Announcement**"). Capitalised terms herein shall have the same meanings as those defined in the Placing Announcement. Pursuant to the placing agreement entered into between the Company and Cheong Lee Securities Limited (the "**Placing Agreement**"), a maximum of 8,550,000 Placing Shares shall be allotted and issued at the Placing Price of HK\$7.00 per Placing Share. Assuming that the Placing would take place after the Proposed Share Subdivision, in accordance with the terms of the Placing Agreement, the number of Placing Shares to be issued and allotted shall be adjusted to 85,500,000 and the Placing Price shall be adjusted to HK\$0.7 per Placing Share.

All Subdivided Shares will rank *pari passu* with each other in all respects with, and will have the same rights and privileges as, the Shares in issue prior to the Proposed Share Subdivision, and the Proposed Share Subdivision will not result in any change in the relevant rights of the existing Shareholders. As the Proposed Share Subdivision will not result in any odd lots or fractional shares, no odd lots arrangement for matching the sale and purchase of odd lots will be made.

#### Conditions of the Proposed Share Subdivision

The Proposed Share Subdivision is conditional upon:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Proposed Share Subdivision;
- (b) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares and any new Subdivided Share which may be issued upon the exercise of the share options to be granted from time to time under the Share Option Scheme; and

## LETTER FROM THE BOARD

- (c) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the GEM Listing Rules to effect the Proposed Share Subdivision.

Assuming all the conditions above are fulfilled, the Proposed Share Subdivision will become effective on the Business Day following the passing of the ordinary resolution at the EGM.

### **Listing application**

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares and any new Subdivided Share which may be issued upon the exercise of the share options to be granted from time to time under the Share Option Scheme.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on GEM, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on GEM or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchanges other than GEM and no such listing permission to deal in is being or currently proposed to be sought from any other stock exchanges.

### **Exchange of share certificates**

Subject to the Proposed Share Subdivision having become effective, the existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Thursday, 29 August 2024 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for ten (10) Subdivided Shares.

Upon the Proposed Share Subdivision becoming effective, the Shareholders can submit their existing certificates for the Shares to the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Friday, 26 July 2024 to Monday, 2 September 2024 (both days inclusive). After the expiry of such period, the existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued



## LETTER FROM THE BOARD

(whichever number of share certificates involved is higher). It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of 10 Business Days after the submission of the existing share certificates for the Shares to Computershare Hong Kong Investor Services Limited for exchange.

The new share certificates will be green in colour so as to be distinguished from the existing share certificates which are pink in colour.

### **Change in Board Lot Size**

The Shares are currently traded on GEM in board lot size of 10,000 Shares. The Board has resolved to change the board lot size for trading on GEM to 5,000 Subdivided Shares, subject to and after the Proposed Share Subdivision becoming effective. The Change in Board Lot Size will not affect any of the relative rights of the Shareholders.

The Company has no outstanding warrants, convertibles, options or derivatives and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

### **Reasons for the Proposed Share Subdivision and Change in Board Lot Size**

The Proposed Share Subdivision will increase the number of Shares in issue and reduce the nominal value and trading price of each Share. In this regard, the Board is of the view that the Proposed Share Subdivision, together with the Change in Board Lot Size, is likely to enhance the trading liquidity of the Shares, reduce the barriers to investment, and therefore may attract more investors to trade in the Shares.

Based on the closing price of HK\$7.35 per Share as at 2 July 2024 (being the Latest Practicable Date), the market value per board lot of 10,000 existing Shares is HK\$73,500; The estimated market value per new board lot of 5,000 Subdivided Shares will theoretically be reduced to HK\$3,675 immediately upon the Proposed Share Subdivision and the Change in Board Lot Size becoming effective.

Although the Proposed Share Subdivision will result in downward adjustment to the trading price of the Shares, the Board believes that the Proposed Share Subdivision would reduce the trading spread as well as the volatility of the trading price of the Shares and, together with the Change in Board Lot Size, enhance the liquidity in trading of Shares and thereby would enable the Company to attract more investors and broaden its Shareholder base. Accordingly, the Board considers that the Proposed Share Subdivision is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

As at the Latest Practicable Date, save as the Placing of new Shares under the General Mandate as disclosed in the Company's announcement on 24 June 2024, the Directors confirm that the Company (i) does not have any agreement, arrangement, understanding, intention, negotiation (concluded or otherwise) on any potential equity fundraising activities; and (ii) has no intention to carry out other corporate action which may have an effect of undermining or negating the intended purpose of the Proposed Share Subdivision and the Change in Board Lot Size in the coming 12 months. Save as

## LETTER FROM THE BOARD

the aforementioned Placing of new Shares, the Company currently has no definitive plan to conduct any equity fundraising activities for the next 12 months. In the event that any future opportunity of equity fundraising for the Group's business development arises, the Company will make further announcement(s) as and when appropriate.

Save for the expenses, mainly including the professional fees and printing charges, to be incurred by the Company in relation to the Proposed Share Subdivision and the Change in Board Lot Size, the implementation of the Proposed Share Subdivision will have no effect on the consolidated net asset of the Group, nor will it alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders.

### 3. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "Vision International Holdings Limited" to "Ficus Technology Holdings Limited" and to adopt "細葉榕科技控股有限公司" as the dual foreign name of the Company to replace its existing dual foreign name of "威誠國際控股有限公司".

#### **Reasons for the Proposed Change of Company Name**

The Board is of the view that the Proposed Change of Company Name will clearly reflect the future strategic positioning and business development of the Company, and the Board believes that the new corporate image of the Company will be beneficial to the current and future business expansion and brand building of the Company. In particular, the Board believes that the ficus tree carries various symbolic meanings which echo the strategies of the Group going forward as illustrated by that: (i) ficus tree is known for its strong roots and ability to thrive in diverse conditions. This symbolises the Group's resilience and ability to grow in various market environments; and (ii) ficus tree is also known for its ability to grow fast and spread widely within a short time. This represents the Company's potential for rapid growth and expansion. Further, the adopt of the term "technology" indicates the Group's commitment to continue to develop its innovative supply chain management solutions segment, which the Board believes, could potentially be a new growth drive of the Group in the foreseeable future. Accordingly, the Board considers that the Proposed Change of Company Name is in the interest of the Company and its shareholders as a whole.

#### **Conditions for the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing by the Shareholders at the EGM of a special resolution approving the Proposed Change of Company Name; and
- (ii) approval of the Registrar of Companies in the Cayman Islands for the Proposed Change of Company Name.

## **LETTER FROM THE BOARD**

The relevant filings with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. The Proposed Change of Company Name will take effect after satisfaction of the above conditions and from the date of entry of the new English and Chinese secondary names of the Company into the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the existing names. The Registrar of Companies in the Cayman Islands shall issue a certificate of change of name of the Company and a certificate of secondary name of the Company. The Company will then carry out all necessary filing or registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

### **Effect on the Proposed Change of Company Name**

The Proposed Change of Company Name will not, of itself, affect the rights of any Shareholder. All existing share certificates of the Company bearing the existing names of the Company will, after the Proposed Change of Company Name becomes effective, continue to be evidence of legal title to the shares of the Company and valid for trading, settlement, registration and delivery purposes. All new share certificates of the Company issued after the Proposed Change of Company Name becomes effective will bear the new names. As such, there will be no arrangement for free exchange of the existing share certificates for new share certificates.

Subject to the confirmation of the Stock Exchange and the Proposed Change of Company Name becoming effective, the English and Chinese stock short names of the Company for trading in the securities on GEM will also be changed. The Proposed Change of Company Name will not affect the Company's daily business operation and its financial position.

## **4. EGM AND PROXY ARRANGEMENT**

A notice convening the EGM with the resolution is set out on pages 12 to 14 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.

For determining the eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 19 July 2024 to Wednesday, 24 July 2024, 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 of Shares, 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 Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 18 July 2024.

## LETTER FROM THE BOARD

### **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.

To the best knowledge, belief and information of the Directors 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 EGM.

### **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. 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.

## **5. RECOMMENDATION**

The Directors believe that the proposals for the Proposed Share Subdivision and the Proposed Change of Company Name as set out in the notice convening the EGM are in the best interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders voting in favour of the relevant resolutions to be proposed at EGM as set out in the notice convening the EGM on pages 12 to 14 of this circular.

### **General**

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

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

*The expected timetable for the implementation of the Proposed Share Subdivision and the Change in Board Lot Size and the associated trading arrangement are set out below:*

**2024**

Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM .....	4:30 p.m. on Thursday, 18 July
Register of members of the Company closed for determining entitlements to attend and vote at the EGM .....	Friday, 19 July to Wednesday, 24 July (both days inclusive)
Latest time for the lodging of the form of proxy for the EGM .....	10:00 a.m. on Monday, 22 July
Expected date and time of the EGM .....	10:00 a.m. on Wednesday, 24 July
Announcement of voting results of the EGM .....	Wednesday, 24 July

**The following events are conditional upon the fulfilment of the conditions for the implementation of the Proposed Share Subdivision as set out in the section headed “Letter from the Board — 2. Proposed Share Subdivision — Conditions of the Proposed Share Subdivision” in this circular.**

**2024**

Effective date for the Proposed Share Subdivision .....	Friday, 26 July
Dealings in Subdivided Shares commence .....	9:00 a.m. on Friday, 26 July
Original counter for trading in board lots of 10,000 Shares temporarily closes .....	9:00 a.m. on Friday, 26 July
Temporary counter for trading in Subdivided Shares and in temporary board lot of 100,000 Subdivided Shares (in form of existing share certificates) opens .....	9:00 a.m. on Friday, 26 July
First day of free exchange of existing share certificates for the new share certificates for the Subdivided Shares commences .....	Friday, 26 July

Original counter for trading in Subdivided Shares and in new board lot of 5,000 Subdivided Shares (in form of new share certificates) re-opens.....	9:00 a.m. on Friday, 9 August
Parallel trading in Subdivided Shares (in the form of new and existing share certificates) commences .....	9:00 a.m. on Friday, 9 August
Temporary counter for trading in Subdivided Shares in temporary board lot of 100,000 Subdivided Shares (in the form of existing share certificates) closes.....	4:10 p.m. on Thursday, 29 August
Parallel trading in Subdivided Shares (in the form of new and existing share certificates) ends.....	4:10 p.m. on Thursday, 29 August
Free exchange of existing share certificates for new certificates ends .....	4:30 p.m. on Monday, 2 September

*Note:* All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

## 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 21/F, Grand Millennium Plaza, 183 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 24 July 2024, at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment(s), the following resolution of the Company:

As ordinary resolution,

1. “**THAT** subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as defined below), and any new Subdivided Share which may be issued upon the exercise of the share options to be granted from time to time under the share option scheme adopted by the Company on 16 April 2018; and (ii) the compliance with all applicable procedures and requirements under the laws of the Cayman Islands and the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited to effect the Share Subdivision (as defined below), each of the issued and unissued ordinary shares of par value of HK\$0.1 each in the share capital of the Company be and is hereby subdivided into ten (10) ordinary shares of par value of HK\$0.01 each in the share capital of the Company (the “**Subdivided Shares**”), and such Subdivided Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company, with effect from the second business day immediately following the date on which this resolution is passed, being a day on which The Stock Exchange of Hong Kong Limited is open for business of dealing in securities (the “**Share Subdivision**”), such that after the Share Subdivision, the authorised share capital of the Company be changed from HK\$100,000,000 divided into 1,000,000,000 ordinary shares of par value of HK\$0.1 each to HK\$100,000,000 divided into 10,000,000,000 ordinary shares of par value of HK\$0.01 each, and that any one director of the Company (“**Director**”) be and is hereby authorised for and on behalf of the Company to execute and deliver all such documents, instruments and agreements and to do all such acts or things deemed by such Director in his/her absolute discretion to be

## NOTICE OF EXTRAORDINARY GENERAL MEETING

incidental to, ancillary to or in connection with the matters contemplated in and/or for implementation of the Share Subdivision including but not limited to, cancelling any existing share certificates and issuing new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision.”

As special resolution,

2. “**THAT** subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands by way of issuing a certificate of incorporation on change of name, (i) the English name of the Company be changed from “Vision International Holdings Limited” to “Ficus Technology Holdings Limited”; and (ii) the dual foreign name of the Company of “細葉榕科技控股有限公司” be adopted to replace the existing dual foreign name of the Company of “威誠國際控股有限公司” with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands, and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 2 July 2024

*Notes:*

- (1) Any member 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/her 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.
- (4) A proxy form for use at the Meeting is enclosed.



## NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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, 19 July 2024 to Wednesday, 24 July 2024, 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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 18 July 2024.
- (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, Mr. Wong Ching; 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.*