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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)

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 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.

- (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 notice, 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.

This notice, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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 notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page on the website of the Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the Company's website at www.visionholdings.com.hk.