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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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 stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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# MIKO INTERNATIONAL HOLDINGS LIMITED 米格國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1247)**

### PROPOSALS FOR (1) GRANT OF THE SHARE BUY-BACK MANDATE AND THE ISSUE MANDATE; (2) RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

**\*\*\*NO refreshments, NO food and beverage service, and NO handing out of corporate gifts, gifts coupons or cake vouchers.\*\*\***

A notice convening the annual general meeting (the “AGM”) of Miko International Holdings Limited (the “Company”) to be held at 3rd Floor, Redkids Office Building, No. 168 Chong Rong Street, Economic Technology Development Zone, Quanzhou City, Fujian Province, China on Friday, 26 June 2026 at 11:00 a.m. is set out on pages 13 to 16 of this circular. Resolutions will be proposed at the AGM to consider and, if thought fit, to approve, among other matters, the grant of the Share Buy-back Mandate and Issue Mandate and the re-election of retiring Directors.

A proxy form is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions on such form to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment of such meeting. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM in person or any adjourned meeting, as the case may be, should you so desire.

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## DEFINITIONS

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

|                                         |                                                                                                                                                                                                                                                                                                                                             |
|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “2025 Annual Report”                    | the annual report of the Company for the financial year ended 31 December 2025                                                                                                                                                                                                                                                              |
| “AGM”                                   | the annual general meeting of the Company to be convened and held at 3rd Floor, Redkids Office Building, No. 168 Chong Rong Street, Economic Technology Development Zone, Quanzhou City, Fujian Province, China on Friday, 26 June 2026 at 11:00 a.m. or any adjournment, the notice of which is set out on pages 13 to 16 of this circular |
| “AGM Notice”                            | a notice dated 30 April 2026 convening the AGM as set out on pages 13 to 16 of this circular                                                                                                                                                                                                                                                |
| “Articles” or “Articles of Association” | the existing articles of association of the Company, as amended, supplemented and restated from time to time                                                                                                                                                                                                                                |
| “Board”                                 | the board of Directors                                                                                                                                                                                                                                                                                                                      |
| “Close Associate(s)”                    | has the same meaning as ascribed to it under the Listing Rules                                                                                                                                                                                                                                                                              |
| “Companies Act”                         | the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands                                                                                                                                                                                                                                                |
| “Company”                               | Miko International Holdings Limited (米格國際控股有限公司), an exempted company incorporated with limited liability under the laws of the Cayman Islands on 15 March 2013 and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 1247)                                                                               |
| “Controlling Shareholder(s)”            | has the same meaning as ascribed to it under the Listing Rules                                                                                                                                                                                                                                                                              |
| “Core Connected Person(s)”              | has the same meaning as ascribed to it under the Listing Rules                                                                                                                                                                                                                                                                              |
| “Director(s)”                           | the director(s) of the Company                                                                                                                                                                                                                                                                                                              |
| “Group”                                 | the Company and its subsidiaries                                                                                                                                                                                                                                                                                                            |
| “HK\$”                                  | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                                                                                                         |
| “Hong Kong”                             | the Hong Kong Special Administrative Region of the PRC                                                                                                                                                                                                                                                                                      |

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## DEFINITIONS

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|------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Issue Mandate”                                | a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to allot, issue and deal with new Shares (including any sale or transfer of treasury shares (if any)) during the period as set out in Ordinary Resolution 7 of the AGM Notice of not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the ordinary resolution approving the same |
| “Latest Practicable Date”                      | 22 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular                                                                                                                                                                                                                                                                                                                 |
| “Listing Date”                                 | 15 January 2014, the date on which dealings in the Shares on the Stock Exchange commenced                                                                                                                                                                                                                                                                                                                                                                                              |
| “Listing Rules”                                | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                                                                                                                                                                               |
| “Memorandum” or<br>“Memorandum of Association” | the existing memorandum of association of the Company, as amended, supplemented and restated from time to time                                                                                                                                                                                                                                                                                                                                                                         |
| “Ordinary Resolution(s)”                       | the proposed ordinary resolution(s) as referred to in the AGM Notice                                                                                                                                                                                                                                                                                                                                                                                                                   |
| “PRC” or “China”                               | the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan                                                                                                                                                                                                                                                                                                                                                |
| “RMB”                                          | Renminbi, the lawful currency of the PRC                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| “SFO”                                          | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)                                                                                                                                                                                                                                                                                                                                                                                                            |
| “Share(s)”                                     | the ordinary share(s) with par value of HK\$0.1 each in the share capital of the Company                                                                                                                                                                                                                                                                                                                                                                                               |
| “Share Buy-back<br>Mandate”                    | a general and unconditional mandate to the Directors to exercise the power of the Company to buy back the fully paid up Shares during the period as set out in Ordinary Resolution 6 of the AGM Notice of up to 10% of the total number of issued shares the Company (excluding treasury shares) as at the date of passing of that resolution                                                                                                                                          |
| “Share Option Scheme”                          | the share option scheme conditionally approved and adopted by the Company on 27 December 2013                                                                                                                                                                                                                                                                                                                                                                                          |
| “Shareholder(s)”                               | the holder(s) of the Share(s)                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

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## DEFINITIONS

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|------------------------------|----------------------------------------------------------------|
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited                        |
| “Substantial Shareholder(s)” | has the same meaning as ascribed to it under the Listing Rules |
| “Takeovers Code”             | the Code on Takeovers and Mergers in Hong Kong                 |
| “treasury shares”            | has the same meaning as ascribed to it under the Listing Rules |
| “%”                          | per cent.                                                      |

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## LETTER FROM THE BOARD

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### MIKO INTERNATIONAL HOLDINGS LIMITED

### 米格國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1247)**

*Executive Directors:*

Mr. Ding Peiji (*Chairman*)  
Ms. Liu Min  
Mr. Yu Jianjun

*Independent Non-executive Directors:*

Mr. Ng Shing Kin  
Mr. Chen Jun  
Mr. Guo Zheng

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and place of business  
in the PRC:*

No. 168, Chong Rong Street  
Economic Technology Development Zone  
Quanzhou City  
Fujian Province 362000  
PRC

*Principal place of business in Hong Kong:*

Room 1601, Ho King Commercial Centre  
2-16 Fa Yuen Street  
Mong Kok  
Kowloon  
Hong Kong

30 April 2026

Dear Shareholders,

**PROPOSALS FOR  
(1) GRANT OF THE SHARE BUY-BACK MANDATE  
AND THE ISSUE MANDATE;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

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## LETTER FROM THE BOARD

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At the AGM, resolutions will be proposed for the Shareholders to approve, among other matters, (i) the grant of the Share Buy-back Mandate to the Directors; (ii) the grant of the Issue Mandate to the Directors and the extension of the Issue Mandate as set out in the AGM Notice; and (iii) the re-election of retiring Directors, namely Ms. Liu Min and Mr. Guo Zheng.

### SHARE BUY-BACK MANDATE

Pursuant to an ordinary resolution of the Shareholders passed at the annual general meeting of the Company held on 26 June 2025, a general mandate was granted to the Directors to exercise the powers of the Company to buy back Shares. Such mandate will lapse at the conclusion of the AGM. As at the Latest Practicable Date, the Company has an issued share capital of HK\$22,297,600 divided into 222,976,000 Shares with par value of HK\$0.1 each and the Company does not have any treasury shares. Subject to the passing of Ordinary Resolution 6 approving the Share Buy-back Mandate and on the basis that no Shares to be issued upon exercise of the options granted under the Share Option Scheme or options which may be granted under the Share Option Scheme, and no further Shares will be allotted, issued or bought back by the Company prior to the AGM, exercise of the Share Buy-back Mandate in full would result in up to a maximum of 22,297,600 Shares, representing 10% of the total number of issued shares (excluding treasury shares) as at the Latest Practicable Date, being bought back by the Company. An explanatory statement as required under the Listing Rules to provide the requisite information of the Share Buy-back Mandate is set out in Appendix I to this circular.

### ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate in order to provide flexibility and discretion to the Directors to exercise the power of the Company to issue new Shares. As at the Latest Practicable Date, the Company has an issued share capital of HK\$22,297,600 divided into 222,976,000 Shares with par value of HK\$0.1 each and the Company does not have any treasury shares. Subject to the passing of Ordinary Resolution 7 approving the Issue Mandate and on the basis that no Shares to be issued upon exercise of the options granted under the Share Option Scheme or options which may be granted under the Share Option Scheme, and no further Shares will be allotted, issued or bought back by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 44,595,200 Shares (including any sale or transfer of treasury shares (if any)), representing 20% of the total number of issued shares (excluding treasury shares) being issued by the Company. The Issue Mandate will lapse on the earlier of (i) the conclusion of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or (iii) the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, Ordinary Resolution 8 will also be proposed to extend the Issue Mandate by adding to it the number of such Shares bought back under the Share Buy-back Mandate.

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. Ding Peiji, Ms. Liu Min and Mr. Yu Jianjun and the independent non-executive Directors were Mr. Ng Shing Kin, Mr. Chen Jun and Mr. Guo Zheng.

Pursuant to Article 84(1) of the Articles, Ms. Liu Min and Mr. Guo Zheng shall retire from office. Ms. Liu Min and Mr. Guo Zheng, being eligible for re-election, will offer themselves for re-election at the AGM.

The nomination was made in accordance with the Nomination Policy and took into account the diversity aspects, with due regard for the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee also took into account the extensive knowledge and professional experience of the retiring Directors, the profiles of which are set out in Appendix II to this circular, and their contributions to the Board.

Further information about the Board's composition and diversity, Directors' attendance record at Board/committee meetings, and the number of other public companies' directorships held by Directors are disclosed in the sections headed "Corporate Governance Report" and "Biographical Details of Directors" of the 2025 Annual Report.

Particulars of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### PROPOSED RE-APPOINTMENT OF AUDITORS

The financial statements of the Group for the year ended 31 December 2025 were audited by HLB Hodgson Impey Cheng Limited ("HLB") whose term of office will expire upon the conclusion of the AGM. The Board proposed to re-appoint HLB as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

The estimated audit fee for audit services in respect of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately HK\$900,000 to HK\$990,000, determined through negotiation between the Company and HLB, taking into account factors such as audit workload, the Company's business development, and the outcome of discussions.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

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## LETTER FROM THE BOARD

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### AGM

A notice convening the AGM to be held at 3rd Floor, Redkids Office Building, No. 168 Chong Rong Street, Economic Technology Development Zone, Quanzhou City, Fujian Province, China on Friday, 26 June 2026 at 11:00 a.m., is set out on pages 13 to 16 of this circular.

### PROXY ARRANGEMENT

A proxy form for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed on such form and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting. Such proxy form for use at the AGM is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.redkids.com](http://www.redkids.com). Completion and return of the proxy form will not preclude you from attending and voting at the AGM in person or any adjourned meeting, as the case may be, should you so desire.

### VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Pursuant to Article 66 of the Articles, all resolutions put to the vote at the AGM will be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

At the AGM, ordinary resolutions will be proposed for the Shareholders to approve, among other matters, (i) the grant of the Share Buy-back Mandate to the Directors; (ii) the grant of the Issue Mandate to the Directors and the extension of the Issue Mandate as set out in the AGM Notice; (iii) the re-election of retiring Directors, namely Ms. Liu Min and Mr. Guo Zheng.

The Directors consider that the abovementioned resolutions are in the interests of the Company and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of the corresponding resolutions to be proposed at the AGM respectively.

### GENERAL

In case of any discrepancies between the Chinese and English versions of this circular, the English version shall prevail.

Yours faithfully,  
For and on behalf of  
**Miko International Holdings Limited**  
**Ding Peiji**  
*Chairman*

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## **APPENDIX I      EXPLANATORY STATEMENT FOR THE SHARE BUY-BACK MANDATE**

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*This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the Share Buy-back Mandate.*

### **SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 222,976,000 Shares in issue or an issued share capital of HK\$22,297,600 and the Company does not have any treasury shares. As at the Latest Practicable Date, there was outstanding share options granted under the Share Option Scheme entitling the holder of such options to subscribe for an aggregate of 3,170,000 Shares.

Subject to the passing of the proposed Ordinary Resolution 6 approving the Share Buy-back Mandate and on the basis that no Shares to be issued upon exercise of the options granted under the Share Option Scheme or options which may be granted under the Share Option Scheme, and no further Shares will be allotted, issued or bought back by the Company prior to the AGM, the exercise of the Share Buy-back Mandate in full would result in up to a maximum of 22,297,600 Shares, representing 10% of the total number of issued shares (excluding treasury shares) as at the Latest Practicable Date, being bought back by the Company. The Share Buy-back Mandate will lapse during the period ending on the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the date by which the next annual general meeting of the Company is required to be held by law or the Articles; or
- (iii) the date upon which the Share Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

### **REASONS FOR SHARE BUY-BACK**

Although the Directors have no present intention of exercising the Share Buy-back Mandate, they believe that the flexibility afforded by the Share Buy-back Mandate would be beneficial to the Company and the Shareholders as a whole. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to buy back the Shares will be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares bought back by the Company from time to time and thereby resulting in an increase in net assets and/or earnings per share of the Company. Such share buy-back will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

### **FUNDING OF SHARE BUY-BACK**

The Directors propose that the buy-back of Shares under the Share Buy-back Mandate would be financed from internal resources of the Company.

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**APPENDIX I      EXPLANATORY STATEMENT FOR THE SHARE BUY-BACK MANDATE**

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In buying back the Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum, the Articles and the applicable laws of the Cayman Islands. Under the laws of the Cayman Islands, shares buy-back by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of the profits or share premium account of the Company, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of the capital of the Company.

The exercise of the Share Buy-back Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company, as compared with the position disclosed in the latest published audited consolidated financial statements of the Group contained in the 2025 Annual Report.

The Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company, as compared with the position disclosed in the latest published audited consolidated financial statements of the Group contained in the 2025 Annual Report, which in the opinion of the Directors are from time to time appropriate for the Company. The number of the Shares to be bought back on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the then pertaining circumstances.

**SHARE PRICES**

The highest and the lowest prices, to the nearest cents, at which the Shares have been traded on the Stock Exchange during each of the twelve months up to the Latest Practicable Date, were as follows:

|                                                         | <b>Price per Share</b> |               |
|---------------------------------------------------------|------------------------|---------------|
|                                                         | <b>Highest</b>         | <b>Lowest</b> |
|                                                         | <i>HK\$</i>            | <i>HK\$</i>   |
| <b>2025</b>                                             |                        |               |
| April                                                   | 1.750                  | 1.470         |
| May                                                     | 1.770                  | 1.550         |
| June                                                    | 1.910                  | 1.670         |
| July                                                    | 1.950                  | 1.660         |
| August                                                  | 2.630                  | 1.880         |
| September                                               | 2.310                  | 2.230         |
| October                                                 | 3.120                  | 2.600         |
| November                                                | 3.400                  | 2.990         |
| December                                                | 3.420                  | 2.910         |
| <b>2026</b>                                             |                        |               |
| January                                                 | 3.070                  | 2.600         |
| February                                                | 2.830                  | 2.340         |
| March                                                   | 2.430                  | 1.650         |
| April (up to and including the Latest Practicable Date) | 1.830                  | 1.570         |

**DISCLOSURE OF INTERESTS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective Close Associates has any present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)).

No Core Connected Person has notified the Company that he or she has a present intention to sell any Shares to the Company nor has undertaken not to sell any of the Shares held by him or her to the Company in the event that the Share Buy-back Mandate is approved by the Shareholders.

**TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to buy back Shares pursuant to the Share Buy-back Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or 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 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the largest Shareholder and executive Director, Mr. Ding Peiji, was entitled to exercise or control the exercise of the voting right attached to 25,190,869 Shares in aggregate, representing approximately 11.30% of the issued share capital of the Company. In the event that the Directors exercise in full the power to buy back the Shares which is proposed to be granted pursuant to the Share Buy-back Mandate, the maximum percentage of voting right which Mr. Ding Peiji would be entitled to exercise or control the exercise of would be increased to approximately 12.55% of the voting right attached to all Shares then in issue.

The Directors are not aware of any consequence under the Takeovers Code that would result from the repurchase of Shares made under the Share Buy-back Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in takeover obligations.

**PUBLIC FLOAT**

The Listing Rules prohibit a company from making share buy-back of its Shares on the Stock Exchange if the result of the share buy-back would result in less than 25% (or such or prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital being in public hands. The Company will not buy back Shares if that share buy-back would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital and the Directors have no present intention to exercise the Share Buy-back Mandate to the extent that less than 25% of the issued share capital of the Company will be held by the public.

**SHARES BOUGHT BACK BY THE COMPANY**

The Company had not bought back any of its Shares, whether on the Stock Exchange or otherwise, during the previous six months preceding the Latest Practicable Date.

**GENERAL**

The Shares bought back by the Company shall be held as treasury shares and/or cancelled, depending on market conditions, the Company's capital management needs and funding arrangements at the time of bought back of shares. For any treasury shares deposited with Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company will (i) procure its stockbroker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions. The Company will take appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as treasury shares.

The following are particulars of the Directors proposed to be re-elected at the AGM:

**RETIRING DIRECTORS SUBJECT TO RE-ELECTION**

**Ms. Liu Min**, aged 50, was appointed as an executive Director of our Company on 4 August 2023 and holds director position of certain group companies. Ms. Liu has over 25 years working experience in senior management position and has served for supply chain management and technology industries. Ms. Liu is currently the senior manager of a private limited company and responsible for supply chain management and financial related matters. Ms. Liu holds a Bachelor of accountancy from Zhongnan University of Economics and Law in the PRC.

Save as disclosed above, Ms. Liu has not held any other directorships in other listed public companies in the past three years.

Ms. Liu has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other which notice shall not expire until after the fixed term. Ms. Liu's emoluments recorded in 2025 was approximately RMB0.2 million, including salaries and contribution to pension scheme, with reference to her experience, workload and time devoted to the Group.

**Mr. Guo Zheng**, aged 47, was appointed as an independent non-executive Director of our Company on 16 June 2023. Mr. Guo obtained a Master degree in Engineering Thermophysics from University of Science and Technology of China in the PRC in 2005. Mr. Guo is currently a lecturer of Anhui Jianzhu University and has over 15 years experience in engineering thermophysics, building physics and green building.

Save as disclosed above, Mr. Guo has not held any other directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Guo was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Guo has entered into an appointment letter with the Company for an initial term of three years commencing from the last appointment. Mr. Guo's emoluments recorded in 2025 was approximately RMB0.1 million.



## MIKO INTERNATIONAL HOLDINGS LIMITED

### 米格國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1247)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**Meeting**”) of the shareholders of Miko International Holdings Limited (the “**Company**”) will be held at 3rd Floor, Redkids Office Building, No. 168 Chong Rong Street, Economic Technology Development Zone, Quanzhou City, Fujian Province, China on Friday, 26 June 2026 at 11:00 a.m. to consider and, if thought fit, transact the following business:

#### ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements together with the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company (the “**Auditors**”) for the year ended 31 December 2025;
2. To re-elect Ms. Liu Min as an executive Director;
3. To re-elect Mr. Guo Zheng as an independent non-executive Director;
4. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors;
5. To re-appoint HLB Hodgson Impey Cheng Limited as the Auditors and to authorise the Board to fix their remuneration;

and, as additional ordinary business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

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## NOTICE OF AGM

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6. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares with par value of HK\$0.1 each in the share capital of the Company subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) or of any other stock exchange as amended from time to time and the manner of any such share buy-back be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as defined below) to procure the Company to buy back its shares at a price determined by the Directors;
- (c) the total number of issued shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) 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 laws or the articles of association of the Company to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting of the Company.”

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## NOTICE OF AGM

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7. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) (if any)) and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as defined below) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) (including the treasury shares to be resold or transferred) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under resolution no. 6 as set out in the notice convening the Meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).

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## NOTICE OF AGM

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8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 6 and 7 as set out in the notice convening the Meeting, the general mandate granted to the Directors pursuant to resolution no. 7 as set out in the notice convening the Meeting be and is hereby extended by the addition of an amount representing the total number of issued shares of the Company bought back by the Company under the authority granted pursuant to resolution no. 6 as set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.”

By order of the Board of  
**Miko International Holdings Limited**  
**Ding Peiji**  
*Chairman*

Hong Kong  
30 April 2026

*Notes:*

1. The register of members of the Company will be closed from Thursday, 18 June 2026 to Friday, 26 June 2026, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Meeting, shareholders of the Company must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 17 June 2026.
2. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his or her proxy to attend and vote on his or her behalf. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he or she was solely entitled to do so. However, if more than one of such joint holders be present at any Meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.
4. In order to be valid, a proxy form in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 48 hours before the time fixed for holding the annual general meeting or any adjournment of such meeting.
5. Please refer to Appendix II to the circular of the Company dated 30 April 2026 for the details of the retiring Directors subject to re-election at the Meeting.

*As at the date of this notice of Meeting, the executive Directors are Mr. Ding Peiji, Ms. Liu Min and Mr. Yu Jianjun; and the independent non-executive Directors are Mr. Ng Shing Kin, Mr. Chen Jun and Mr. Guo Zheng.*