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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 dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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Acme International Holdings Limited

益美國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1870)

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;**
- (2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;**
- (3) RE-ELECTION OF RETIRING DIRECTORS;**
- (4) RE-APPOINTMENT OF AUDITOR;**
- (5) CHANGE OF COMPANY NAME;**

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of Acme International Holdings Limited to be held at Artyzen Club, 401A, 4/F, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 22 June 2026 at 2:30 p.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.acmehld.com). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the AGM (i.e. not later than 2:30 p.m. on Saturday, 20 June 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. Capitalised terms used on this cover page shall have the same meaning as those defined in this circular.

21 May 2026

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Artyzen Club, 401A, 4/F, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 22 June 2026 at 2:30 p.m. or any adjournment thereof, a notice of which is set out on pages 17 to 21 of this circular
“Articles” or “Articles of Association”	the second amended and restated articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Cayman Islands Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Acme International Holdings Limited, an exempted company with limited liability incorporated in the Cayman Islands, the Shares of which are listed on the Stock Exchange on 8 November 2019 (stock code: 1870)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Hong Kong dollars”, “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and otherwise deal with Shares (including sale and transfer of Treasury Shares, if any) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	15 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	Friday, 8 November 2019
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Memorandum” or “Memorandum of association”	the second amended and restated memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Acme International Holdings Limited” to “Green Power Group Limited” and the dual foreign name in Chinese of the Company from “益美國際控股有限公司” to “綠色電能集團有限公司”
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shares Buy-back Mandate”	a general unconditional mandate proposed to be granted to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution at the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“Treasury Shares”	has the meaning ascribed to this term under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



Acme International Holdings Limited

益美國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1870)

Executive Directors:

Mr. Kwan Kam Tim (*Chairman*)
Mr. Yip Wing Shing
Mr. Zhang Guangying

Independent Non-executive Directors:

Prof. Hon. Lau Chi Pang, *BBS, J.P.*
Mr. Chin Wai Keung Richard
Prof. Mo Lai Lan

Registered Office:

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

*Head Office and Principal Place of
Business in Hong Kong:*

Unit 3007-3008, 30/F,
West Tower, Shun Tak Centre,
168-200 Connaught Road Central,
Sheung Wan, Hong Kong

21 May 2026

To the Shareholders

Dear Sirs or Madams,

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;**
- (2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;**
- (3) RE-ELECTION OF RETIRING DIRECTORS;**
- (4) RE-APPOINTMENT OF AUDITOR;**
- (5) CHANGE OF COMPANY NAME;**

AND

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of AGM and information on the resolutions to be put forward at the AGM: (i) the grant to the Directors of the Issue Mandate, the Shares Buy-back Mandate and the extension of the Issue Mandate to include Shares bought back pursuant to the Shares Buy-back Mandate; (ii) the re-election of retiring Directors; (iii) the re-appointment of auditor of the Company; and (iv) the Proposed Change of Company Name.

LETTER FROM THE BOARD

ISSUE MANDATE, SHARES BUY-BACK MANDATE AND EXTENSION OF ISSUE MANDATE

At the annual general meeting of the Company held on Tuesday, 17 June 2025, the Directors were granted (a) a general unconditional mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution; (b) a general unconditional mandate to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the resolution; and (c) the power to extend the general unconditional mandate mentioned in (a) above by an amount representing the aggregate number of Shares bought back by the Company pursuant to the general unconditional mandate to buy back securities referred to in (b) above (up to 10% of the total number of Shares in issue as at the date of passing of the resolution). The above general mandates will expire at the conclusion of the AGM. At the AGM, separate ordinary resolutions will be proposed: (a) to grant the Issue Mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with Shares (including the sale and transfer of Treasury Shares, if any) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing of such resolution; (b) to grant the Shares Buy-back Mandate to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing of such resolution; and (c) conditional upon the passing of the resolutions to grant the Issue Mandate and the Shares Buy-back Mandate, to extend the Issue Mandate by an amount representing the aggregate number of Shares bought back under the Shares Buy-back Mandate (up to 10% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing of the resolution for approving the Shares Buy-back Mandate). The full texts of the above resolutions are set out in resolutions numbered 4 to 6 in the notice of the AGM contained in pages 17 to 21 of this circular.

Each of the Issue Mandate and the Shares Buy-back Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (c) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.

Under Rule 10.06(1)(b) of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Shares Buy-back Mandate at the AGM. The explanatory statement is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of six Directors, of which the executive Directors are Mr. Kwan Kam Tim, Mr. Yip Wing Shing and Mr. Zhang Guangying; and the independent non-executive Directors are Prof. Hon. Lau Chi Pang, *BBS, J.P.*, Mr. Chin Wai Keung Richard and Prof. Mo Lai Lan.

LETTER FROM THE BOARD

In compliance with paragraph B.2.2 of the code provisions as set out in the Corporate Governance Code as contained in Appendix C1 to the Listing Rules, every Director should be subject to retirement by rotation at least once every three years. Furthermore, pursuant to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3), the number nearest to but no less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Pursuant to the aforesaid provisions, two of the Directors, namely Prof. Hon. Lau Chi Pang, *BBS, J.P.* and Mr. Chin Wai Keung Richard, shall retire at the AGM and, being eligible, will offer themselves for re-election at the AGM. The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The nomination committee of the Company has recommended to the Board on re-election of all the retiring Directors, including Prof. Hon. Lau Chi Pang, *BBS, J.P.* and Mr. Chin Wai Keung Richard, the independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Particulars of each of the Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

PROPOSED RE-APPOINTMENT OF AUDITOR

PricewaterhouseCoopers ("PwC") will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company. Upon the recommendation of the audit committee of the Board, the Board proposes to pass an ordinary resolution for the re-appointment of PwC as the auditor of the Company to hold office from the conclusion of the AGM until the next annual general meeting of the Company and to authorise the Board to fix the remuneration of the auditor for the year ending 31 December 2026. The estimated audit fee agreed with PwC for audit services for the year ending 31 December 2026 ranges from approximately HK\$2.4 million to HK\$2.6 million, which is determined between the Company and PwC on an arm's length negotiation having regard to, among other matters, the existing complexity and business operation of the Group, the expected audit scope, the audit timetable and the auditors' resources required. Such estimated audit fee is also arrived at on the assumption that the scope of audit work to be undertaken will not materially deviate from that preliminarily agreed between the parties. The estimated audit fee is considered to be fair and reasonable after due consideration of the facts and circumstances known as of the Latest Practicable Date. Unless there is a material change in the basis and assumption set out above, the final audit fee should not deviate materially from the estimated amount disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 23 April 2026 in relation to, among other things, the Proposed Change of Company Name.

The Board proposes to change the English name of the Company from “Acme International Holdings Limited” to “Green Power Group Limited” and the dual foreign name in Chinese of the Company from “益美國際控股有限公司” to “綠色電能集團有限公司”.

Conditions for the Proposed Change of Company Name

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

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

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

In recent years, in line with the Company’s strategic development plan, the Company has been focusing on the investment, development, and operation of green energy projects. The Company has actively seized development opportunities, with a particular emphasis on independent energy storage, wind power, solar power, and AI-based integrated energy service businesses. All business segments have achieved breakthroughs, and revenue from the Group’s green power energy business has grown rapidly at an increasing rate year by year.

The Board believes that the Proposed Change of Company Name will align the Group’s business scope with the Company’s name, accurately reflect its positioning, better resonate with its corporate vision, and effectively support its strategic development, thereby creating a brand-new image as a green energy enterprise. The Board considers the Proposed Change of Company Name to be in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders and the trading of the Shares on the Stock Exchange. After the Proposed Change of Company Name has become effective, any new issue of share certificates of the Company will be issued in the new English name and dual foreign name in Chinese of the Company. All existing share certificates of the Company in issue bearing the existing English name and dual foreign name in Chinese of the Company will, after the Proposed Change of Company Name has become effective, continue to be valid evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new English name and dual foreign name in Chinese of the Company.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective. The Company also intends to change its website and logo to reflect the Proposed Change of Company Name.

A special resolution will be proposed for the Shareholders to consider, and if thought fit, approve the Proposed Change of Company Name at the AGM. The Company will make further announcement(s) to inform the Shareholders of the poll results of the AGM, the effective date of the Proposed Change of Company Name, the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange and other relevant changes as and when appropriate.

AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the AGM (i.e. not later than 2:30 p.m. on Saturday, 20 June 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' eligibility to attend and vote at the AGM to be held on Monday, 22 June 2026, the register of members of the Company will be closed from Tuesday, 16 June 2026 to Monday, 22 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determining the Shareholders' eligibility to attend and vote at the AGM is Monday, 22 June 2026. In order to have the right to attend and vote at the meeting or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 15 June 2026.

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.

RECOMMENDATIONS

The Directors consider that the proposed resolutions as set out in the notice of the AGM contained in pages 17 to 21 of this circular including the proposals for (i) the granting of Issue Mandate, the Shares Buy-back Mandate and the extension of Issue Mandate to include Shares bought back pursuant to the Shares Buy-back Mandate; (ii) the re-election of the retiring Directors; (iii) the re-appointment of auditor; and (iv) the Proposed Change of Company Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

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

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Acme International Holdings Limited
Kwan Kam Tim
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders in connection with the proposed Shares Buy-back Mandate.

LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back shares on the Stock Exchange and any other stock exchange on which securities of such company are listed and such exchange recognised by the SFO subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-backs of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,017,170,000 Shares in issue. The Shares Buy-back Mandate will enable the Directors to buy back the Shares up to a maximum of 10% of the aggregate number of the Shares in issue (excluding Treasury Shares) as at the date of passing of the relevant ordinary resolution at the AGM. Subject to the passing of the resolution granting the Shares Buy-back Mandate and assuming that no further Shares will be issued or bought back during the period from the Latest Practicable Date to the date of the passing of the relevant resolution at the AGM, the Company will be allowed under the Shares Buy-back Mandate to buy back a maximum of 101,717,000 Shares, being 10% of the issued Shares (excluding Treasury Shares) as at the date of the passing of the relevant resolution at the AGM. The Shares Buy-back Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (c) the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate.

REASONS FOR BUY-BACKS

The Directors believe that the ability to buy back Shares is in the interests of the Company and the Shareholders. Buy-backs may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors sought the grant of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Buy-backs of Shares will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders. When exercising the Shares Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the shares repurchased following settlement of any such repurchase or hold them as Treasury Shares.

To the extent that any Treasury Shares are deposited with the CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will 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.

FUNDING OF BUY-BACK

Any buy-back must be financed out of funds legally available for the purpose in accordance with the Memorandum and the Articles and the applicable laws and regulations of the Cayman Islands.

A listed company may not buy back its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time. Subject to the foregoing, any buy-backs by the Company may be made out of the profits of the Company, out of the share premium account of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, subject to the Cayman Islands Companies Act and the Memorandum and Articles of Association, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Cayman Islands Companies Act and the Memorandum and Articles of Association, out of capital.

EFFECT OF EXERCISING THE SHARES BUY-BACK MANDATE

The Directors consider that there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2025 in the event that the Shares Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. The Directors do not propose to exercise the Shares Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company under the Shares Buy-back Mandate, if the same is approved by the Shareholders at the AGM. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Shares Buy-back Mandate is approved by the Shareholders at the AGM.

DIRECTORS' UNDERTAKING

The Directors will exercise the power to make buy-back pursuant to the Shares Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to buy back Shares pursuant to the Shares Buy-back Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

If the Shares Buy-back Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 5% or more of the issued share capital of the Company (based on the number of the Shares they held as at the Latest Practicable Date, i.e., 15 May 2026), before and after such buy-back would be as follows:

Shareholder	Number of Shares/ underlying shares held	Percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Shares Buy- back Mandate is exercised in full
Treasure Ship Holding Limited ^(Note 1)	219,205,000	21.55%	23.94%
Mr. Liao Shigang ^(Note 2)	61,240,000	6.02%	6.69%

Notes:

- 219,205,000 are beneficially held by Treasure Ship Holding Limited, the entire issued share capital of which is beneficially held by Mr. Lin Zhang.
- Ms. Zhao Yuzhu is the spouse of Mr. Liao Shigang and is deemed, or taken to be, interested in all Shares held by Mr. Liao Shigang.
- The Directors are not aware of any consequences which would give rise to an obligation to make a mandatory offer under the Rules 26 and 32 of the Takeovers Code. The Directors have no intention to exercise the Shares Buy-back Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company on the Stock Exchange in the six months preceding the Latest Practicable Date.

Neither this explanatory statement nor the Shares Buy-back Mandate has any unusual features.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange from 1 May 2025 to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
May	0.275	0.233
June	0.255	0.200
July	0.249	0.164
August	0.340	0.200
September	0.345	0.255
October	0.520	0.260
November	0.520	0.370
December	0.650	0.440
2026		
January	0.560	0.400
February	0.550	0.450
March	0.480	0.350
April	0.510	0.365
May (up to the Latest Practicable Date)	0.580	0.450

The following are the particulars of the Directors (as required by the Listing Rules) being eligible and offering themselves for re-election at the AGM.

Prof. Hon. Lau Chi Pang (劉智鵬), *BBS, J.P.*, aged 65, was appointed as an independent non-executive director of the Company (“**INED**”) on 18 October 2019. He is responsible for supervising and providing independent advice to the Board.

Prof. Lau joined Lingnan University as an Assistant Lecturer since September 1993 and is currently a professor in the Department of History and a Special Advisor to President on Publicity cum Director of Communications and Public Affairs, Lingnan University. He has also been a co-ordinator of the Hong Kong and South China Historical Research Programme of Lingnan University since August 2005. Prof. Lau also served as an independent non-executive director of Shengjing Bank Co., Ltd. (a company listed on the Main Board of the Stock Exchange, stock code: 2066) from December 2014 to August 2018. Prof. Lau is currently an independent non-executive director of Future Bright Mining Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 2212) and Freetech Road Recycling Technology (Holdings) Limited (a company listed on the Main Board, stock code: 6888) since September 2018 and December 2022, respectively.

Since 2006, he has held various positions including chairman and advisor in various public advisory and statutory bodies and non-profit organisations. Prof. Lau has been an ex-officio member of the Heung Yee Kuk since April 2018, a member of the Advisory Council on the Environment since January 2017, the chairman of the Advisory Committee on Built Heritage Conservation since May 2016, a Justice of the Peace since July 2013 and an advisor of the Museum Expert Advisers for the Leisure and Cultural Services Department since April 2006.

Prof. Lau is also a current member of the China People’s Political Consultative Conference and a current council member of the eighth Hong Kong Legislative Council. He previously served as a council member of the seventh Hong Kong Legislative Council (2022-2025).

Prof. Lau received a bachelor’s degree in Arts from The University of Hong Kong in November 1984, a master’s degree in philosophy from The University of Hong Kong in November 1987, and a doctoral degree in philosophy from the department of History of University of Washington in August 2000.

Prof. Lau had entered into an appointment letter with the Company for a term of three years commencing from the Listing Date renewable automatically for successive terms of one year each until terminated by either party giving to the other not less than three months’ notice in writing, but is subject to retirement from office and re-election at the annual general meeting in accordance with the Articles of Association. Prof. Lau is entitled to a director’s fee of HK\$144,000 per annum as an independent non-executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

Mr. Chin Wai Keung Richard (錢偉強), aged 76, was appointed as an INED on 25 August 2021. He has over 40 years of management experience in trading, contracting and finance businesses. Mr. Chin served as an executive director of Huiyin Holdings Group Limited (stock code: 1178), a company previously listed on the Main Board of the Stock Exchange from June 2020 to October 2020, and from December 2020 to May 2022.

He was an executive director of Mansion International Holdings Limited (stock code: 8456), a company listed on GEM of the Stock Exchange, from November 2019 to July 2020. He was an executive director of Farnova Group Holdings Limited (stock code: 8153), a company listed on GEM of the Stock Exchange, from August 2014 to October 2018.

He was the chairman and an executive director of Union Asia Enterprise Holdings Limited (stock code: 8173), a company listed on GEM of the Stock Exchange, between 2006 and 2009. Mr. Chin was the deputy chairman and the chief executive officer of Richly Field China Development Limited (stock code: 313), a company listed on Main Board of the Stock Exchange, in between 2002 and 2004. In December 2000, Mr. Chin was an executive director of CMBC Capital Holdings Limited (stock code: 1141), a company listed on the Main Board of the Stock Exchange, and was re-designated as a non-executive director in December 2001. The said company had subsequently gone through a debt restructuring exercise with a group of bankers and the creditors, which was completed around May 2002.

Mr. Chin had entered into an appointment letter with the Company for a term of three years commencing from the 25 August 2021 renewable automatically for successive terms of one year each until terminated by either party giving to the other not less than three months' notice in writing, but is subject to retirement from office and re-election at the annual general meeting in accordance with the Articles of Association. Mr. Chin is entitled to a director's fee of HK\$144,000 per annum as an independent non-executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

Save as disclosed herein, Prof. Lau and Mr. Chin have not held any directorships in other listed companies in the past three years nor have they held any other major appointments and professional qualifications. There is no information relating to Prof. Lau and Mr. Chin that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter in relation to the re-election of Prof. Lau and Mr. Chin that needs to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF ANNUAL GENERAL MEETING



Acme International Holdings Limited

益美國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1870)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Acme International Holdings Limited (the “**Company**”) will be held at Artyzen Club, 401A, 4/F, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 22 June 2026 at 2:30 p.m. for the following purposes:

As ordinary business:

1. To receive, consider and adopt the audited consolidated financial statements together with the directors’ report and the independent auditor’s report of the Company and its subsidiaries for the year ended 31 December 2025.
2. (a) To re-elect, each as a separate resolution, the following retiring directors of the Company (each a “**Director**”, together with all other directors of the Company, the “**Directors**”):
 - (i) Prof. Hon. Lau Chi Pang, *BBS, J.P.* as an independent non-executive Director;
and
 - (ii) Mr. Chin Wai Keung Richard as an independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business:

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to sub-paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the **“Listing Rules”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with any additional shares of the Company (the **“Shares”**) or to resell treasury shares of the Company (if permitted under the Listing Rules) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors, officers and/or employees of the Company and/or any of its subsidiaries or any other person of Shares or rights to acquire Shares; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or its articles of association to hold its next annual general meeting; and
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on the Stock Exchange or any other exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company which may be purchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or its articles of association to hold its next annual general meeting; and
 - (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company or to resell treasury shares of the Company (if permitted under the Listing Rules) pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate number of the Shares in issue (excluding treasury shares) at the date of passing of this resolution.”
7. To consider, and if thought fit, passing the following resolution as a special resolution:

“**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Acme International Holdings Limited” to “Green Power Group Limited” and the dual foreign name in Chinese of the Company be changed from “益美國際控股有限公司” to “綠色電能集團有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) any Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which may be necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name, including without limitation to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Acme International Holdings Limited
Kwan Kam Tim
Chairman

Hong Kong, 21 May 2026

As at the date of this notice, the Board comprises six members, of which Mr. Kwan Kam Tim, Mr. Yip Wing Shing and Mr. Zhang Guangying are the executive Directors; and Prof. Hon. Lau Chi Pang, BBS, J.P., Mr. Chin Wai Keung Richard and Prof. Mo Lai Lan are the independent non-executive Directors.

Notes:

1. A shareholder entitled to attend and vote at the meeting or any adjournment thereof is entitled to appoint another person as his/her proxy to attend and vote for him/her. A shareholder who is the holder of two or more shares in the share capital of the Company may appoint more than one proxy. A proxy needs not be a shareholder of the Company.
2. 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 lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. Delivery of proxy form shall not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the proxy form shall be deemed to be annulled.
4. The register of members of the Company will be closed from Tuesday, 16 June 2026 to Monday, 22 June 2026 (both days inclusive), during which period no transfer of shares will be registered. The record date for determining the Shareholders' eligibility to attend and vote at the AGM is Monday, 22 June 2026. In order to have right to attend and vote at the meeting or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 15 June 2026.