MIDAS

勤達集團國際有限公司*

Midas International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1172)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at 25th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong on Thursday, 25th August, 2016 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the Directors' report and the auditor's report for the year ended 31st March, 2016.

2. (a) To re-elect Dr. Eddy Li Sau Hung (who has served more than nine years) as an Independent Non-Executive Director.

   (b) To re-elect Mr. Yau Chi Ming (who has served more than nine years) as an Independent Non-Executive Director.

   (c) To authorize the Board to fix the remuneration of the Directors.

3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board to fix its remuneration.

4. To consider and, if thought fit, pass with or without amendments the following resolutions to be proposed as ordinary resolutions, with or without amendments:

   A. "**THAT**:

      (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own ordinary shares ("Shares") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange

* *For identification purposes only*

recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to purchase such securities, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of securities of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the number of issued Shares of the Company at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution,

"Relevant Period" means the period from 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 next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or

(iii) the revocation or variation of authority given under this Resolution by an ordinary resolution of the shareholders in general meeting."

B. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares in the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); (2) an issue of Shares as scrip dividends pursuant to the Articles of Association of the Company; (3) an issue of Shares by the exercise of options granted under any share option scheme of the Company, shall not exceed 20 per cent of the number of issued Shares of the Company at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution,

"Relevant Period" means the period from 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 next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or

(iii) the revocation or variation of authority given under this Resolution by an ordinary resolution of the shareholders in general meeting; and

"Rights Issue" means an offer of Shares open for a period fixed by the Directors of the Company 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 exclusion or other arrangements as the Directors of the Company 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 applicable to the Company)."

C. "**THAT**:

conditional upon the resolution set out in paragraph A of item 4 in the notice convening this meeting being passed, the aggregate number of Shares of the Company which are purchased by the Company under the authority granted to the Directors of the Company by such resolution (up to a maximum of 10 per cent of the number of issued Shares of the Company at the date of passing of this Resolution) shall be added to the aggregate number of Shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the resolution set out in paragraph B of item 4 in the notice convening this meeting."

5. To consider and, if thought fit, pass with or without amendments the following resolutions to be proposed as special resolutions of the Company, with or without amendments:

A. "**THAT**:

the existing second amended and restated memorandum of association ("Memorandum") and second amended and restated articles of association ("Articles") of the Company (collectively, the "Memorandum and Articles") be amended in the following manner:

(a) Memorandum

(i) By deleting the words "HK$420,000,000 divided into 4,000,000,000 ordinary shares of HK$0.10 each, 1,000,000,000 Series A Preference Shares of HK$0.01 each and 1,000,000,000 Series B Preference Shares of HK$0.01 each" in clause 6 of the Memorandum and replacing therewith "HK$820,000,000 divided into 8,000,000,000 ordinary shares of HK$0.10 each, 1,000,000,000 Series A Preference Shares of HK$0.01 each and 1,000,000,000 Series B Preference Shares of HK$0.01 each";

(ii) By adding a note at the end of the Memorandum "*3. The authorised share capital of the Company increased from HK$420,000,000 (comprising 4,000,000,000 ordinary shares of HK$0.10 each and 2,000,000,000 preference shares of HK$0.01 each) to HK$820,000,000 (comprising 8,000,000,000 ordinary shares of HK$0.10 each and 2,000,000,000 preference shares of HK$0.01 each) by Ordinary Resolution passed on 25th August, 2015.*

(b) Articles

(i) Article 3

By deleting the existing Article 3 in its entirety and replacing therewith the following new Article 3:

"3. The capital of the Company at the date of the adoption of these Articles is HK$820,000,000 divided into 8,000,000,000 Ordinary Shares, 1,000,000,000 Series A Preference Shares and 1,000,000,000 Series B Preference Shares.";

(ii) Article 63

By deleting the words "any share premium account" in the existing Article 63(b) and replacing therewith "other undistributable reserve".

(iii) Article 145

By deleting the existing Article 145(c) in its entirety and replacing therewith the following new Article 145(c):

"(c) Without prejudice to the full force and effect of the provisions of paragraphs (a) and (b) above, the Board may in addition from time to time declare and pay special dividends on shares of the Company of any class of such amounts and on such dates as they think fit. The Board may apply any part of the profits or the Company's reserve accounts (including any share premium account or special account), profit and loss account or amounts otherwise available for distribution as the Board may determine in any declaration and payment of any special dividends in accordance with the Law, and for such purpose, the provisions of paragraph (a) as regards the powers and the exemption from liability of the Board as relate to declaration and payment of interim dividends shall apply, mutatis mutandis, to the declaration and payment of any such special dividends."

B. "**THAT**:

conditional upon the passing of the special resolution set out in paragraph A above, the third amended and restated memorandum and articles of association in the form of the document marked "A" and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in the special resolution set out in paragraph A above be approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles and that Codan Trust Company (Cayman) Limited be authorised to attend to the necessary filing with the Registrar of Companies in the Cayman Islands in relation to this Resolution 5."

By order of the Board of
Midas International Holdings Limited
Lee Wai Ching
Company Secretary

Hong Kong, 22nd July, 2016

notes:

(1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote in his stead. A proxy need not be a member of the Company.

(2) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting.

(3) An explanatory statement containing further details regarding the resolutions set out in items 2 and 5 will be sent to shareholders together with the annual report for the year ended 31st March, 2016.

As at the date of this announcement, Mr. Richard Hung Ting Ho, Mrs. Candy Kotewall Chuang Ka Wai, Mr. Geoffrey Chuang Ka Kam and Mr. Wong Chi Sing are the Executive Directors, Mr. Dominic Lai is a Non-Executive Director, and Mr. Abraham Shek Lai Him, Dr. Eddy Li Sau Hung and Mr. Yau Chi Ming are the Independent Non-Executive Directors of the Company.