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NVC International Holdings Limited
雷士國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2222)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of NVC International Holdings Limited (the “**Company**”) will be held at Salon I - II, M/F, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 10:30 a.m. on Thursday, 19 December 2024 for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company, with or without modifications. Unless otherwise defined, capitalized terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 25 November 2024 (the “**Circular**”).

ORDINARY RESOLUTION

To consider and pass the following resolution as ordinary resolution of the Company, with or without modifications:

“THAT

- (a) the agreement (the “**Agreement**”) entered into between the Company and Parametric Portfolio Associates LLC (the “**Manager**”) dated 24 October 2024 and the transactions contemplated thereunder (including the Proposed Investment (as defined in the Circular)) be and are hereby approved, confirmed and ratified; and

- (b) the board of directors of the Company (the “**Board**”) be and is hereby authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Proposed Investment, the Agreement and the transactions contemplated thereunder (including without limitation, approving or effecting any transfer of assets/investments to or from the account from time to time as appropriate, approving and/or effecting any changes in the Strategy (as defined in the Circular) and/or the Mandate (as defined in the Circular) from time to time as appropriate, exercising any right of the Company under or in connection with the Agreement to withdraw, reinvest and/or terminate any or all of the assets/investments from the Account, and otherwise providing written instructions to the Manager and/or the Custodian (as defined in the Circular) in relation to the Account, the Account Assets and/or the Agreement), and to agree to such variation (including without limitation, any adjustment to fees payable to the Manager, Morgan Stanley and/or their affiliates from time to time), amendment or waiver from time to time in connection with the Proposed Investment, the Agreement and the transactions contemplated thereunder as are, in the opinion of the Board, in the interests of the Company and its shareholders as a whole.”

By Order of the Board
NVC International Holdings Limited
WANG Donglei
Chairman

Hong Kong, 25 November 2024

Notes:

1. All resolutions at the EGM (except those relate to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the EGM may decide, in good faith) will be taken by a poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy (or more than one proxy if he/she is the holder of two or more shares) to attend and, on a poll, vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case maybe) (for the EGM, i.e. not later than 10:30 a.m. on Tuesday, 17 December 2024). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 16 December 2024 to Thursday, 19 December 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong 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, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 13 December 2024.
5. If any shareholder of the Company chooses not to attend the EGM in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to the Company's principal place of business in Hong Kong at Unit 705, 7/F., Building 20E, Phase 3, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong or fax at (852) 2865 1638. If any shareholder of the Company has any question relating to the EGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Website: www.computershare.com/hk/contact
Tel: (852) 2862 8555
Fax: (852) 2865 0990
6. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the government is/are in force in Hong Kong at or at any time after 8:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on its website (<http://www.nvc-international.com>) and the website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) to notify shareholders of the Company of the date, time and place of the adjourned meeting.
7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this announcement, the Directors are:

Executive Directors:

WANG Donglei

CHAN Kim Yung, Eva

XIAO Yu

WANG Keven Dun

Non-executive Director:

YE Yong

Independent Non-executive Directors:

LEE Kong Wai, Conway

WANG Xuexian

CHEN Hong