
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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This circular appears for information only and does not constitute an invitation or offer to Shareholders or any other persons to acquire, purchase, or subscribe for securities of the Company.

**HKC INTERNATIONAL HOLDINGS LIMITED****香港通訊國際控股有限公司****(Incorporated in the Cayman Islands with limited liability)**(Stock code: 248)*

- (i) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
(ii) PROPOSED SHARE CONSOLIDATION;
(iii) PROPOSED CHANGE IN BOARD LOT SIZE; AND
(iv) NOTICE OF EXTRAORDINARY GENERAL MEETING**
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Capitalised terms used on this cover page shall have the same meanings as those defined in this circular.

The notice convening the EGM to be held at 14/F, Block B, Vita Tower, 29 Wong Chuk Hang Road, Hong Kong at 4:00 p.m. on Tuesday, 3 February 2026, is set out on EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event no less than 48 hours before the time appointed for the holding of the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM (or any adjournment thereof) should you so wish.

* For identification purpose only

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EXPECTED TIMETABLE

Set out below is the expected timetable for the proposed Share Consolidation. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate.

Events	Date (Hong Kong time)
	2026
Latest time for lodging transfer of shares to qualify for attendance and voting at the EGM.	4:00 p.m. on Tuesday, 27 January
Closure of register of members (both days inclusive)	Wednesday, 28 January to Tuesday, 3 February
Latest time for lodging proxy forms for the EGM.	4:00 p.m. on Sunday, 1 February
Record date for determining attendance and voting at the EGM.	Tuesday, 3 February
Expected date and time of EGM	4:00 p.m. on Tuesday, 3 February
Announcement of the poll results of the EGM	Tuesday, 3 February
Effective date of the Increase in Authorised Share Capital.	Tuesday, 3 February
Register of members of the Company re-opens.	Wednesday, 4 February
Effective date of the Share Consolidation	Thursday, 5 February
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Thursday, 5 February
Original counter for trading in the Existing Shares in board lots of 4,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Thursday, 5 February
Temporary counter for trading in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens.	9:00 a.m. on Thursday, 5 February

EXPECTED TIMETABLE

2026

First day of free exchange of existing share
certificates for new share certificates for
the Consolidated Shares Thursday, 5 February

Original counter for trading in the Consolidated Shares
in board lots of 10,000 Consolidated Shares (in the form
of new share certificates) re-opens 9:00 a.m. on
Tuesday, 24 February

Parallel trading in the Consolidated Shares
(in the form of both existing share certificates
and new share certificates) commences 9:00 a.m. on
Tuesday, 24 February

Designated broker starts to stand in the market
to provide matching services for odd lot of
the Consolidated Shares 9:00 a.m. on
Tuesday, 24 February

Temporary counter for trading in board lots
of 500 Consolidated Shares (in the form of
existing share certificates) closes 4:10 p.m. on
Monday, 16 March

Parallel trading in Consolidated Shares
(represented by both existing share certificates
and new share certificates) ends 4:10 p.m. on
Monday, 16 March

Last day for free exchange of existing share
certificates for new share certificates for
the Consolidated Shares Wednesday, 18 March

Designated broker ceases to provide
matching services for odd lots of the
Consolidated Shares 4:00 p.m. on
Monday, 30 March

All times and dates stated in this circular refer to Hong Kong local times and dates. Any changes to the expected timetable will be announced by the Company as and when appropriate.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:

“Announcement”	the announcement of the Company dated 2 January 2026 in relation to, among other things, the Increase in Authorised Share Capital, the Share Consolidation and the Change in Board Lot Size
“associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 4,000 Existing Shares to 10,000 Consolidated Shares
“Company”	HKC International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 248)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.08 each in the share capital of the Company immediately following the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Increase in Authorised Share Capital and the Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation having become effective

DEFINITIONS

“General Rules of HKSCC”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the increase in the authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 Existing Shares to HK\$40,000,000 divided into 4,000,000,000 Existing Shares by the creation of an additional 2,000,000,000 authorised but unissued Existing Shares
“Latest Practicable Date”	12 January 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	Union Registrars Limited, the address of which is at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, the branch share registrar of the Company in Hong Kong
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every eight (8) issued and unissued Existing Shares of par value of HK\$0.01 each into one (1) Consolidated Share of par value of HK\$0.08 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

LETTER FROM THE BOARD



HKC INTERNATIONAL HOLDINGS LIMITED

香港通訊國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 248)

Executive Directors:

Mr. Chan Chung Yee, Hubert (*Chairman & CEO*)
Mr. Chan Chung Yin, Roy
Mr. Chan Ming Him, Denny
Mr. Wu Kwok Lam
Mr. Ip Man Hon
Mr. Lam Man Hau
Ms. Wan Man Lai, Polly

Registered office:

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

Independent non-executive Directors:

Dr. Chu Chor Lup
Mr. Chiu Ngar Wing
Dr. Law Ka Hung
Mr. Wong Kwok Leung

Principal place of business in Hong Kong:

14/F., Block B, Vita Tower
29 Wong Chuk Hang Road
Hong Kong

16 January 2026

To the Shareholders

Dear Sir or Madam,

- (i) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
(ii) PROPOSED SHARE CONSOLIDATION;
(iii) PROPOSED CHANGE IN BOARD LOT SIZE; AND
(iv) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in relation to, among other things, the Increase in Authorised Share Capital, the Share Consolidation and the Change in Board Lot Size.

The purpose of this circular is to provide you, among other things, (i) further details of the Increase in Authorised Share Capital; (ii) further details of the Share Consolidation; (iii) further details of the Change in Board Lot Size; and (iv) a notice convening the EGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Board proposes to increase the authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 Existing Shares to HK\$40,000,000 divided into 4,000,000,000 Existing Shares by the creation of an additional 2,000,000,000 Existing Shares. Subject to the passing of an ordinary resolution by the Shareholders at the EGM to approve the Increase in Authorised Share Capital, the Increase in Authorised Share Capital will become effective on the date of the EGM.

In order to accommodate the future growth of the Group and to provide the Company with greater flexibility to raise funds in the future, the Board considers the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation, pursuant to which every eight (8) issued and unissued Existing Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.08 each.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 1,245,331,256 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Increase in Authorised Share Capital and the Share Consolidation becoming effective and assuming that no further Existing Shares will be allotted and issued or repurchased prior thereto, the authorised share capital of the Company shall become HK\$40,000,000 divided into 500,000,000 Consolidated Shares of par value of HK\$0.08 each, of which 155,666,407 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses incurred and to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled.

LETTER FROM THE BOARD

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of the ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Thursday, 5 February 2026, being the second Business Day after the fulfilment of the above conditions. As at the Latest Practicable Date, none of the above conditions had been fulfilled.

Application for listing of the Consolidated Shares

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made by the Company for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

LETTER FROM THE BOARD

Fractional entitlement to the Consolidated Shares

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of existing share certificates held by such holder.

Exchange of share certificates

Subject to the Share Consolidation having become effective which is currently expected to be Thursday, 5 February 2026, Shareholders may, on or after Thursday, 5 February 2026 and until Wednesday, 18 March 2026 (both days inclusive), submit share certificates in blue color for Existing Shares to the Registrar at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, to exchange, at the expense of the Company, for new share certificates in grey color for the Consolidated Shares.

Thereafter, share certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate for Existing Shares cancelled or each new share certificate issued for Consolidated Shares, whichever number of share certificates cancelled/issued is higher.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Monday, 16 March 2026, and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of title to the Consolidated Shares on the basis of eight (8) Existing Shares for one (1) Consolidated Share.

Other securities of the Company

As at the Latest Practicable Date, the Group had no outstanding derivatives, options, warrants, convertible or exchangeable securities carrying rights to subscribe for, convert or exchange into Shares.

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon the satisfaction of the conditions as set out in the paragraph headed "Conditions of the Share Consolidation" in this circular. Accordingly, the Share Consolidation may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

LETTER FROM THE BOARD

EFFECT OF THE INCREASE IN AUTHORISED SHARE CAPITAL AND THE SHARE CONSOLIDATION

The following table sets out the effect of the Increase in Authorised Share Capital and the Share Consolidation on the share capital of the Company before and after the implementation of the Increase in Authorised Share Capital and the Share Consolidation, assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date until the effective date of the Increase in Authorised Share Capital and the Share Consolidation.

	As at the Latest Practicable Date	Immediately after the Increase in Authorised Share Capital becoming effective	Immediately after the Increase in Authorised Share Capital and the Share Consolidation becoming effective
Authorised share capital	HK\$20,000,000	HK\$40,000,000	HK\$40,000,000
	divided into	divided into	divided into
	2,000,000,000	4,000,000,000	500,000,000
	Existing Shares	Existing Shares	Consolidated Shares
Par value	HK\$0.01	HK\$0.01	HK\$0.08
Issued and fully paid up	HK\$12,453,312.56	HK\$12,453,312.56	HK\$12,453,312.56
or credited as fully	divided into	divided into	divided into
paid up share capital	1,245,331,256	1,245,331,256	155,666,407
	Existing Shares	Existing Shares	Consolidated Shares
Unissued share capital	HK\$7,546,687.44	HK\$27,546,687.44	HK\$27,546,687.44
	divided into	divided into	divided into
	754,668,744	2,754,668,744	344,333,593
	Existing Shares	Existing Shares	Consolidated Shares

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot size of 4,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 4,000 Existing Shares to 10,000 Consolidated Shares conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.036 per Existing Share (equivalent to the theoretical closing price of HK\$0.288 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value of each existing board lot of Existing Shares is HK\$144; (ii) the value of each board lot of 4,000 Consolidated Shares would be HK\$1,152 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 10,000 Consolidated Shares would be HK\$2,880 assuming that the Share Consolidation and the Change in Board Lot Size becoming effective.

LETTER FROM THE BOARD

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

For the avoidance of doubt, if the Share Consolidation is not approved at the EGM, the proposed Change in Board Lot Size will not become effective and the Shares will continue to be traded on the Stock Exchange in board lot of 4,000 Existing Shares.

ARRANGEMENT ON ODD LOT TRADING AND MATCHING SERVICES

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation and the Change in Board Lot Size, the Company has appointed Lego Securities Limited to stand in the market to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this service should contact Mr. Kelvin Li of Lego Securities Limited at Room 1506, 15/F, Wheelock House, 20 Pedder Street, Central, Hong Kong at telephone number (852) 2128 9433 during office hours (9:00 a.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) during the period from 9:00 a.m. on Tuesday, 24 February 2026 to 4:00 p.m. on Monday, 30 March 2026 (both dates inclusive).

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares are not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangements is recommended to consult his/her/its own professional advisers.

REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the share approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the listed issuer to either change the trading method or to proceed with a consolidation or splitting of the Existing Shares. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 (and updated in September 2024) has further stated that (i) the market price of the share at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account that the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

In view of the prevailing trading price of the Shares at a level below HK\$0.1 and the value per board lot being substantially less than HK\$2,000, the Board considers that upon the Share Consolidation becoming effective, based on the closing price of HK\$0.036 per Existing Share as at the Latest Practicable Date, the theoretical share price of the Company would be adjusted to HK\$0.288 per Consolidated Share; and with a board lot size of 10,000 Consolidated Shares, the theoretical new board lot value would be HK\$2,880, which would enable the Company to comply with the trading requirements under the Listing Rules.

LETTER FROM THE BOARD

Accordingly, the Share Consolidation will bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealings in the Consolidated Shares as a proportion of the market value of each board lot since most of the banks/securities houses will charge a minimum transaction cost for each securities trade. The Board considers that the Share Consolidation and the Change in Board Lot Size would maintain the trading amount for each board lot at a reasonable level which will increase the attractiveness of investing in the Shares from a broader range of institutional and professional investors and thus would help to further broaden the shareholder base of the Company and improve the value of the Shares in the long run.

In view of the above reasons, the Company considers the Share Consolidation and the Change in Board Lot Size are justifiable notwithstanding the potential costs and impact arising from the creation of odd lots to Shareholders. Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, save as disclosed in this circular, the Company (i) does not have any agreement, arrangement, understanding, intention, or negotiation (either concluded or in process) on any potential fundraising activities which will involve issue of equity securities of the Company; and (ii) does not have other plan or intention to carry out any future corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Increase in Authorised Share Capital and the Share Consolidation.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 28 January 2026 to Tuesday, 3 February 2026 (both days inclusive) for determining the eligibility of the Shareholders to attend and vote at the EGM. The record date for determining the eligibility of the Shareholders to attend and vote at the EGM is Tuesday, 3 February 2026. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM (or any adjournment thereof), all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the offices of the Registrar, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 27 January 2026.

EGM

The EGM will be convened and held for the Shareholders at 14/F, Block B, Vita Tower, 29 Wong Chuk Hang Road, Hong Kong at 4:00 p.m. on Tuesday, 3 February 2026, to consider and, if thought fit, approve, among other things, the Increase in Authorised Share Capital and the Share Consolidation. A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. All resolutions to be proposed at the EGM will be voted on by poll. Only the Shareholders are entitled to attend and vote at the EGM.

LETTER FROM THE BOARD

A proxy form for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Registrar, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 4:00 p.m. on Sunday, 1 February 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders or their associates has any interest in the Increase in Authorised Share Capital and the Share Consolidation, and therefore no Shareholder is required to abstain from voting on the resolution(s) relating to the Increase in Authorised Share Capital and the Share Consolidation at the EGM.

RECOMMENDATIONS

The Board considers that the Increase in Authorised Share Capital and the Share Consolidation are in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders should vote in favour of the relevant resolutions to be proposed at the EGM.

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.

By Order of the Board
HKC International Holdings Limited
Chan Chung Yee, Hubert
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



HKC INTERNATIONAL HOLDINGS LIMITED

香港通訊國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 248)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of HKC International Holdings Limited (the “**Company**”) will be held at 14/F, Block B, Vita Tower, 29 Wong Chuk Hang Road, Hong Kong at 4:00 p.m. on Tuesday, 3 February 2026 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$20,000,000 divided into 2,000,000,000 shares with a par value of HK\$0.01 each to HK\$40,000,000 divided into 4,000,000,000 shares with a par value of HK\$0.01 each by the creation of an additional 2,000,000,000 unissued shares with a par value of HK\$0.01 each (the “**Increase in Authorised Share Capital**”); and
- (b) any one director of the Company (the “**Director(s)**”) be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, desirable or expedient to give effect to the Increase in Authorised Share Capital.”

2. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below), and the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to effect the Share Consolidation, with effect from the second business day immediately following the date on which this resolution is passed:

- (a) every eight (8) issued and unissued shares of HK\$0.01 each (each an “**Existing Share**”) in the share capital of the Company be consolidated into one (1) share with a par value of HK\$0.08 each (each a “**Consolidated Share**”) and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company (the “**Share Consolidation**”) so that following the Share Consolidation, the authorised share capital of the Company will be changed

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

from HK\$40,000,000 divided into 4,000,000,000 Existing Shares with a par value of HK\$0.01 each to HK\$40,000,000 divided into 500,000,000 Consolidated Shares with a par value of HK\$0.08 each;

- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders (the “**Shareholder(s)**”) of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors of the Company may think fit; and
- (c) any one Director be and is hereby authorised generally to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

Hong Kong, 16 January 2026

Notes:

1. The register of members of the Company will be closed from Wednesday, 28 January 2026 to Tuesday, 3 February 2026 (both day inclusive) for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the Meeting (or any adjournment thereof). The record date for determining the eligibility of the shareholders of the Company to attend and vote at the Meeting is Tuesday, 3 February 2026. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to qualify for attending and voting at the Meeting (or any adjournment thereof), all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the offices of the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 27 January 2026.
2. All resolutions at the Meeting (or any adjournment thereof) will be taken by 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.
3. Any shareholder of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) is entitled to appoint one, or if he holds two or more shares, appoint more than one proxy to attend and vote instead of him. A proxy needs not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
4. Where there are joint holders of any Share, any one of such joint holder may vote at the Meeting (or at any adjournment thereof), either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the Meeting (or at any adjournment thereof) personally or by proxy, that the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. 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 certified copy of that power or authority, must be deposited at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. not later than 4:00 p.m. on Sunday, 1 February 2026) or any adjournment thereof.

NOTICE OF EXTRAORDINARY GENERAL MEETING

6. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) if he/she/it so desires. If a shareholder of the Company attends the Meeting after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 1:00 p.m. on the date of the Meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.hkc.com.hk and the Stock Exchange at www.hkexnews.hk to notify the shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. Chan Chung Yee, Hubert, Mr. Chan Chung Yin, Roy, Mr. Chan Ming Him, Denny, Mr. Wu Kwok Lam, Mr. Ip Man Hon, Mr. Lam Man Hau and Ms. Wan Man Lai, Polly as executive directors and Mr. Chiu Ngar Wing, Dr. Chu Chor Lup, Dr. Law Ka Hung and Mr. Wong Kwok Leung as independent non-executive directors.