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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;

AND

(4) 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 Tuesday, 17 June 2025 at 2:30 p.m. is set out on pages 15 to 19 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 Sunday, 15 June 2025) 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.

23 May 2025

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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 Tuesday, 17 June 2025 at 2:30 p.m. or any adjournment thereof, a notice of which is set out on pages 15 to 19 of this circular
“Articles” or “Articles of Association”	the 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 Law”	the Companies Law, 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”	19 May 2025, 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 of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“Memorandum” or “Memorandum of association”	the amended and restated memorandum of association of the company, as amended from time to time
“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 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:

Unit 3007-3008, 30/F,

West Tower, Shun Tak Centre,

168-200 Connaught Road Central,

Sheung Wan, Hong Kong

Principal Place of Business in

Hong Kong:

Unit A, 15/F.,

Infotech Centre,

21 Hung To Road,

Kwun Tong, Hong Kong

23 May 2025

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;

AND

(4) 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; and (ii) the re-election of retiring Directors.

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 Thursday, 30 May 2024, 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 Buyback 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 15 to 19 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 and Corporate Governance Report 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 Mr. Kwan Kam Tim and Prof. Mo Lai Lan 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. Mo Lai Lan, the independent non-executive Director who is due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Director is 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.

AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages 15 to 19 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 Sunday, 15 June 2025) 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.

LETTER FROM THE BOARD

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.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' eligibility to attend and vote at the AGM to be held on Tuesday, 17 June 2025, the register of members of the Company will be closed from Thursday, 12 June 2025 to Tuesday, 17 June 2025 (both days inclusive), during which period no transfer of Shares will be registered. 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 Wednesday, 11 June 2025.

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 15 to 19 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; and (ii) the re-election of the retiring Directors 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.

LETTER FROM THE BOARD

GENERAL

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

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
益美國際控股有限公司
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 748,800,000 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 74,880,000 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 Repurchase 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 Law 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 Law 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 2024 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 if the Shares Buy-back Mandate is approved by the Shareholders at the AGM.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they 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., 19 May 2025), 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
Mr. Liao Shigang <i>(Note 1)</i>	61,240,000	8.18%	9.09%
Treasure Ship Holding Limited <i>(Note 2)</i>	219,205,000	29.27%	32.53%

Notes:

1. 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.
2. On 17 March 2025, the Company entered into the subscription agreement (the "**Subscription Agreement**") with Treasure Ship Holding Limited ("**Treasure Ship**") pursuant to which Treasure Ship has conditionally agreed to subscribe for 220,000,000 Shares at HK\$0.138 per subscription share. On 16 May 2025, the Company and Treasure Ship entered into a supplemental agreement to the Subscription Agreement pursuant to which the number of the subscription shares shall be 188,370,000 Shares instead of 220,000,000 Shares and the subscription price per subscription share shall be HK\$0.172 instead of HK\$0.138. For further details, please refer to the announcements of the Company dated 17 March 2025 and 18 May 2025. Treasure Ship is deemed or taken to be registered and beneficial owner holding 29.27% of the issued Shares. The entire issued share capital of Treasure Ship is ultimately and beneficially owned by Mr. Lin Zhang, Mr. Lin Zhang is therefore deemed to be interested in the Shares held by Treasure Ship.
3. 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 April 2024 to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
May	2.10	1.85
June	2.16	1.92
July	2.07	1.90
August	2.16	1.85
September	2.10	1.94
October	2.04	1.70
November	1.84	1.55
December	1.97	1.50
2025		
January	1.84	1.55
February	1.72	1.49
March	1.55	0.105
April	0.330	0.166
May (up to the Latest Practicable Date)	0.275	0.235

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.

Mr. Kwan Kam Tim (關錦添), aged 70, is the chairman of the Board and was appointed as a Director on 19 February 2019 and was redesignated as an executive Director on 14 March 2020. He also acted as the chief executive officer of the Company during 30 December 2021 to 27 May 2022. He is one of the founding shareholders of the Group and is primarily responsible for formulating overall business strategies of the Group and overseeing the Board. Mr. Kwan is the sole director of RR (BVI) Limited, which is the registered and beneficial owner holding 4.61% of the issued shares of the Company as at the Latest Practicable Date.

Mr. Kwan has over 43 years of experience in the construction industry in Hong Kong. Mr. Kwan obtained a certificate in mechanical engineering craft in July 1973 and a general certificate for the General Course in the preparation for admission to Technical Courses in July 1974 from The Morrison Hill Technical Institute.

Mr. Kwan had entered into a service contract with the Company for a term of three years commencing from the Listing Date and shall continue thereafter 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 AGM in accordance with the Articles of Association. No director's fee will be payable to Mr. Kwan but he is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company for his appointment as an 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.

So far as the Directors are aware of, Mr. Kwan is deemed to be interested in 34,500,000 Shares, representing 4.61% of the entire issued share capital of the Company, within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed herein, Mr. Kwan is not connected with any existing Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Prof. Mo Lai Lan (巫麗蘭), aged 66, was appointed as an independent non-executive Director on 1 November 2021. She obtained her Bachelor and Doctor of Philosophy (PhD) degrees in Accountancy from the Chinese University of Hong Kong and Master of Business Administration (MBA) degree from the University of Birmingham in the United Kingdom. She is a fellow member of the Association of Chartered Certified Accountants (ACCA) and a member of the Hong Kong Institute of Certified Public Accountants (HKICPA). Prof. Mo joined The Hang Seng University of Hong Kong in January 2025 as the Head and Professor of the Department of Accountancy. Previously, Prof. Mo served as Professor of Accountancy at City University of Hong Kong and was the Associate Director of the Research Centre for Sustainable Hong Kong (CSHK), a strategic applied research center established at the City University of Hong Kong which aims at conducting impactful research in response to real-life sustainability challenges in Hong Kong and the region from 2011 to 2024. Prof. Mo served as Professor and Head of the Department of Accountancy at Lingnan University from 2006 to 2011. She also had teaching and research experiences with other prominent research universities. Prior to joining the academia, Prof. Mo worked at a leading international certified public accountants firm as a professional auditor and a listed company as an internal auditor. Prof. Mo was a member of the Auditing & Assurance Standards Committee of the HKICPA from 2012 to 2017, a member of the Greater Bay Area Committee of the HKICPA in 2021, and a member of Board of Review (Inland Revenue Ordinance, Hong Kong) from 2015 to 2020. In 2024, Prof. Mo was appointed as a Non-Executive Director of the Board of the Accounting and Financial Reporting Council (“AFRC”), Panel Convenor of the Financial Reporting Review Panel of the AFRC and a Specialist of the Hong Kong Council for Accreditation of Academic & Vocational Qualifications (HKCAAVQ). Prof. Mo’s research focuses on audit quality, tax compliance and corporate governance. Since August 2018, Prof. Mo also serves as an independent non-executive director of Chinasoftware International Limited (stock code: 354), a company listed on the Main Board of the Stock Exchange.

Prof. Mo had entered into an appointment letter with the Company for a term of three years commencing from 1 November 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 AGM in accordance with the Articles of Association. Prof. Mo is entitled to a director’s fee of HK\$25,000 per month 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 her duties and responsibilities with the Company and the market rate for her position.

Save as disclosed herein, Mr. Kwan and Prof. Mo 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 Mr. Kwan and Prof. Mo that are 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 Mr. Kwan and Prof. Mo 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 Tuesday, 17 June 2025 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 2024.
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) Mr. Kwan Kam Tim as an executive Director; and
 - (ii) Prof. Mo Lai Lan 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.”

By order of the Board
Acme International Holdings Limited
益美國際控股有限公司
Kwan Kam Tim
Chairman

Hong Kong, 23 May 2025

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.

NOTICE OF ANNUAL GENERAL MEETING

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 need 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 Thursday, 12 June 2025 to Tuesday, 17 June 2025 (both days inclusive), during which period no transfer of shares will be registered. 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 Wednesday, 11 June 2025.