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IWS Group Holdings Limited
國際永勝集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 6663)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of IWS Group Holdings Limited (the “**Company**”) will be held on Friday, 16 September 2022 at 3:00 p.m. in combination of a physical meeting at 1/F, Hang Seng Castle Peak Road Building, 339 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong and an electronic meeting for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditors of the Company for the year ended 31 March 2022.
2. To declare a final dividend of HK5.40 cents per share for the year ended 31 March 2022.
3. (a) To re-elect Mr. Ma Kiu Sang as an executive Director;
(b) To re-elect Ms. Chang Wai Ha as an independent non-executive Director; and
(c) To re-elect Mr. Yau Siu Yeung as an independent non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
5. To re-appoint Deloitte Touche Tohmatsu as the independent auditors of the Company and to authorise the Board to fix their remuneration.

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

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) (**“Listing Rules”**), a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal in additional shares of HK\$0.01 each in the capital of the Company (the **“Share(s)”**) and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any scrip dividend schemes or similar arrangements providing for the allotment of Shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company (the **“Articles of Association”**);
 - (iii) the grant or exercise of any options under any share option scheme(s) or similar arrangement(s) of the Company for the time being adopted by the Company in accordance with the applicable Listing Rules for the grant or issue of Shares or rights to acquire Shares; and
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares;

shall not exceed the aggregate of:

- (aa) 20% of the total number of Shares in issue as at the date of passing of this resolution; and

- (bb) (if the Board is so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of any Share purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of issued Shares on the date of passing this resolution), and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to be held; or
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange outside Hong Kong).”

(B) “**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase the Shares on any other stock exchange on which the shares of the Company may be listed and 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 requirements of the Listing Rules or any other stock exchange on which the securities of the Company may be listed, including the Listing Rules and the Hong Kong Code on Share Repurchases, as amended from time to time;

- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until:

- (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 any applicable laws of the Cayman Islands or the Articles of Association to be held; or
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest.

- (C) “**THAT** conditional upon the passing of ordinary resolutions nos. 6(A) and 6(B) as set out in this notice, the unconditional general mandate granted to the Directors to allot, issue and otherwise deal in additional Shares pursuant to resolution no. 6(A) in this notice be and is hereby extended by the addition thereto an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6(B) in this notice, provided that such amount shall not exceed 10% of the number of Shares in issue as at the date of passing of this resolution.”

SPECIAL RESOLUTION

7. To consider and, if thought fit, to pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) the amendments to the existing memorandum of association and the existing articles of association of the Company set out in Appendix III to the circular dated 15 August 2022 issued by the Company (the “**Proposed Amendments**”) be and are hereby approved and that the new amended and restated memorandum of association and articles of association of the Company incorporating and consolidating the Proposed Amendments in the form of the document marked “A” produced to the Annual General Meeting and for the purpose of identification signed by the chairman of the Annual General Meeting be approved and adopted as the new memorandum of association and the new articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and the existing articles of association of the Company respectively with immediate effect; and
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By Order of the Board
IWS Group Holdings Limited
Ma Ah Muk
Executive Director and Chairman

Hong Kong, 15 August 2022

Registered Office:

Cricket Square

Hutchins Drive P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Headquarters and Principal Place of

Business in Hong Kong:

1/F, Hang Seng Castle Peak Road Building

339 Castle Peak Road

Cheung Sha Wan

Kowloon

Hong Kong

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and of the Company at <http://www.iws.com.hk> in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. The Annual General Meeting will be conducted in the combination of a physical meeting and an electronic meeting. Shareholders may attend the Annual General Meeting either (a) in person; or (b) online through a platform with login details provided in the notification letter sent to the shareholders by the Company on 15 August 2022. Registered shareholders attending the Annual General Meeting through the online platform will be able to vote and submit questions online. For non-registered shareholders whose Shares are held by banks, brokers, custodians or Hong Kong Securities Clearing Company Limited who wish to attend the Annual General Meeting, vote and submit questions online as proxy(ies) to or authorised representative(s) of the registered holders of their Shares, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.
4. A form of proxy for use at the Annual General Meeting is enclosed. 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 deposited at 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, or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.
5. In accordance with Articles 84(1) and 84(2) of the Articles of Association, Mr. Ma Kiu Sang, Ms. Chang Wai Ha and Mr. Yau Siu Yeung will retire as Directors by rotation and being eligible, offer themselves for re-election at the Annual General Meeting. Particulars of the said retiring Directors are set out in Appendix II to the circular to the shareholders of the Company dated 15 August 2022.
6. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.

8. The register of members of the Company will be closed from Tuesday, 13 September 2022 to Friday, 16 September 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to determine the identity of members who are entitled to attend and vote at the Annual General Meeting, all share transfer documents 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 for registration not later than 4:30 p.m. on Friday, 9 September 2022.
9. Due to the constantly evolving Coronavirus Disease 2019 (COVID-19) pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company's website at <http://www.iws.com.hk> for future announcements and updates on the Annual General Meeting arrangements.
10. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 1:00 p.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and of the Company at <http://www.iws.com.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
11. As at the date of this notice, the executive Directors are Mr. Ma Ah Muk, Mr. Ma Kiu Sang, Mr. Ma Kiu Mo, Mr. Ma Kiu Man, Vince and Mr. Ma Yung King, Leo; and the independent non-executive Directors are Dr. Ng Ka Sing, David, Ms. Chang Wai Ha and Mr. Yau Siu Yeung.