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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect about this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **COSMOS MACHINERY ENTERPRISES LIMITED**, you should at once hand this circular together with the enclosed form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice of annual general meeting of Cosmos Machinery Enterprises Limited to be held at Conference Room A, Unit 910, 9/F., Cheung Sha Wan Plaza Tower 1, No. 833 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 18 June 2025 at 10:00 a.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the meeting, you are requested to duly complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (i.e. at or before 10:00 a.m. on Monday, 16 June 2025). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish. No gifts, food or beverages will be provided at the AGM.

28 April 2025

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at Conference Room A, Unit 910, 9/F., Cheung Sha Wan Plaza Tower 1, No. 833 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 18 June 2025 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 13 to 16 of this circular
“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Cosmos Machinery Enterprises Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 118)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

References to times and dates in this circular are to Hong Kong times and dates.

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## LETTER FROM THE BOARD

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大同機械企業有限公司  
**COSMOS MACHINERY ENTERPRISES LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 118)**

*Executive Directors:*

Mr. Tang To (*Chairman*)

Mr. Tang Yu, Freeman (*Chief Executive Officer*)

*Non-executive Director:*

Mr. Kan Wai Wah

*Independent Non-executive Directors:*

Ms. Yeung Shuk Fan

Mr. Lam Kwok Ming

Mr. Lee Wai Yip, Alvin

*Registered Office:*

10th Floor, Billion Plaza 2

No. 10 Cheung Yue Street

Cheung Sha Wan

Kowloon, Hong Kong

28 April 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to granting of general mandates to the Directors for the issuance of Shares and Shares buy-backs and re-election of retiring Directors, and to give you the notice of the AGM.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

Give that the general mandates to issue and buy back Shares were granted to the Directors at the annual general meeting of the Company held on 29 May 2024 and will lapse at the conclusion of the AGM. Therefore, separate ordinary resolutions will be proposed at the AGM for the Shareholders to consider and, if thought fit, renew the general mandates granted to the Directors (i) to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares at the date of passing of such resolution (“**Share Issue Mandate**”); (ii) to buy back Shares not exceeding 10% of the total number of issued Shares at the date of passing of such resolution (“**Share Buy-back Mandate**”); and (iii) to add the aggregate number of the Shares bought back by the Company to the general mandate to the Directors to allot additional Shares of up to 20% of the total number of issued Shares.

Details of these general mandates are respectively set out in Resolutions 4 and 5 in the notice of AGM. With reference to these resolutions, the Directors wish to state that they have no present intention to buy back any Shares or to issue any additional Shares pursuant to the aforementioned mandates.

As at the Latest Practicable Date, the total number of issued Shares was 861,930,692 shares. Subject to the passing of the relevant resolutions approving the Share Issue Mandate and the Share Buy-back Mandate and assuming that no further Shares are issued and/or bought back by the Company after the Latest Practicable Date and prior to the AGM, the Directors would be allowed (i) under the Share Issue Mandate to allot and issue up to a maximum of 172,386,138 Shares, representing 20% of the total number of issued Shares as at the Latest Practicable Date; and (ii) under the Share Buy-back Mandate to buy back up to a maximum of 86,193,069 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date. If approved by the Shareholders at the AGM, these general mandates will continue in force for the period from the passing of the resolution until the earlier of the dates as stated in Resolutions 4 and 5 in the notice of AGM.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the proposed Share Buy-back Mandate, is set out in the Appendix I to this circular, which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

### 3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 102 of the Articles, Mr. Kan Wai Wah and Ms. Yeung Shuk Fan will retire from office by rotation at the AGM and, being eligible, offer themselves for re-election.

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## LETTER FROM THE BOARD

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The Nomination Committee, in accordance with a range of diversity perspectives set out in the nomination policy and board diversity policy of the Company (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), and after having reviewed the Board's composition, nominated Mr. Kan Wai Wah and Ms. Yeung Shuk Fan to the Board for it to propose to the Shareholders for re-election at the AGM.

Except for bringing balance of views as well as knowledge, experience and expertise, Mr. Kan Wai Wah and Ms. Yeung Shuk Fan have remained responsible for their performance functions and discharged their duties to the Company through active participation on the Board and Board committees. Their attendance records at meetings held during the year ended 31 December 2024 are set out in the heading of "Attendance Record of Directors at Meetings Held During the Year" of the section of "Corporate Governance Report" of the Company's 2024 annual report.

Ms. Yeung Shuk Fan, an independent non-executive Director, has been serving the Company for more than nine years. She has confirmed in writing her independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules and the Board is satisfied with her independence. Though she has never been engaged in any executive management of the Group, she has thorough understanding of the Company's operations and business, and has been expressing objective views and providing independent advices and guidance from her extensive experience in the finance sector to the Company.

The Nomination Committee considered that the long services of Ms. Yeung Shuk Fan would not affect her exercise of independent judgment and is satisfied that she has the required integrity, skills and experience to continue to contribute as an independent non-executive Director meaningfully and objectively to the Board for its efficient and effective functioning, and diversity. As such, the Nomination Committee nominated Ms. Yeung Shuk Fan to the Board for it to propose to the Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board proposed that all retiring Directors, namely Mr. Kan Wai Wah and Ms. Yeung Shuk Fan, be re-elected at the AGM. Each of them abstained from voting on their own nomination at the relevant meeting(s) of the Nomination Committee and/or the Board.

Re-election of these retiring Directors will be separately voted on by Shareholders at the AGM. Details of each of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. AGM

A notice of the AGM is set out on pages 13 to 16 of this circular.

A form of proxy for the AGM is enclosed herewith and is also published on the websites of the Company and the Stock Exchange. Whether or not you are able to attend the AGM, you are requested to duly complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (i.e. at or before 10:00 a.m. on Monday, 16 June 2025). 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.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, each of the proposed resolutions set out in the notice of the AGM will be taken by way of poll. The chairman of the AGM would explain the detailed procedures for conducting a poll at the AGM. The results of the poll will be published on the websites of the Company and the Stock Exchange pursuant to the Listing Rules.

### 5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 11 June 2025 to Wednesday, 18 June 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 10 June 2025 for registration.

### 6. 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.



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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Directors are of the view that the proposals referred to above are in the interests of the Company and the Shareholders as a whole and therefore would recommend you to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**TANG To**  
*Chairman*

*This appendix serves as an explanatory statement as required under the Listing Rules, to provide you with the information in connection with the proposed Share Buy-back Mandate, and also constitutes the memorandum required by Section 239(2) of the Companies Ordinance.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares was 861,930,692 shares. Subject to the passing of the relevant ordinary resolution approving the granting of the Share Buy-back Mandate at the AGM and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed to buy back up to a maximum of 86,193,069 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date.

## **2. REASONS FOR SHARE BUY-BACKS**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from Shareholders to enable the Company to buy back Shares on the Stock Exchange. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

## **3. SOURCE OF FUNDS**

In buying back Shares, the Company may only apply funds legally available for such purposes in accordance with the Articles and the applicable laws of Hong Kong. The Companies Ordinance provides that payment in respect of a Share buy-back may be made out of the Company's distributable profits or out of the proceeds of a fresh issue of Shares made for the purpose of the buy-back.

## **4. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION**

The exercise in full of the Share Buy-back Mandate might have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements for the year ended 31 December 2024 contained in the Company's 2024 annual report. However, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**5. GENERAL**

- (i) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.
- (ii) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention, in the event that the Share Buy-back Mandate is granted by the Shareholders, to sell any Shares to the Company.
- (iii) No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Share Buy-back Mandate is granted to the Company.
- (iv) If, as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and thereby become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as was known to the Directors, Mr. Tang To and his associates (as defined in the Listing Rules), including but not limited to Saniwell Holding Inc., Cosmos Machinery (Holdings) Limited and its indirect wholly-owned subsidiary, Tai Shing Agencies Limited, and Ginta Company Limited, held 450,813,463 Shares, representing approximately 52.30% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares under the Share Buy-back Mandate, the aggregate shareholding in the Company of such Shareholders would be increased to approximately 58.11% of the total number of issued Shares. The Directors are not aware of any consequences which may arise under the Takeovers Code. The Directors have no present intention to exercise the Share Buy-back Mandate to such an extent as would trigger a mandatory offer under the Takeovers Code.

- (v) During the six months immediately preceding the Latest Practicable Date, the Company had not bought back any Shares (whether on the Stock Exchange or otherwise).

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the past twelve months preceding the Latest Practicable Date were as follows:

Month	Share Prices (per share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2024</b>		
April	0.190	0.170
May	0.255	0.170
June	0.250	0.191
July	0.230	0.203
August	0.245	0.200
September	0.219	0.203
October	0.230	0.200
November	0.200	0.180
December	0.185	0.175
<b>2025</b>		
January	0.186	0.164
February	0.172	0.161
March	0.200	0.168
April (up to the Latest Practicable Date)	0.207	0.184

*The following are the particulars of each of the retiring Directors proposed to be re-elected at the AGM:*

**Non-executive Director**

**Mr. Kan Wai Wah**, aged 67, was appointed as a non-executive Director on 22 May 1998. He is a member of the Audit Committee. Mr. Kan holds a High Diploma in Accountancy. Mr. Kan has over 40 years of experience in corporate strategy and corporate management. Mr. Kan is the son of Ms. Law Kit Fong, a substantial Shareholder (as defined under the SFO). As at the Latest Practicable Date, Mr. Kan is a director of certain substantial Shareholders within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Kan has not held any position with the Group, and is independent of and not connected with the directors, chief executives and substantial shareholders or controlling shareholders of the Company or its subsidiaries or an associate of any of them. He does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Kan beneficially owns 136,400 Shares within the meaning of Part XV of the SFO. Apart from this, he does not have any interests in securities of the Company within the meaning of Part XV of the SFO.

A letter of appointment was entered into between Mr. Kan and the Company for a term of three years commencing from 1 January 2023. However, he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Kan is entitled to a director's fee of HK\$100,000 per annum, which was determined by the Board based on the recommendation of the Remuneration Committee, with reference to individual performance, qualification and experience, his duties and responsibilities in the Company, the Group's performance and profitability, remuneration benchmark in the industry and prevailing market condition.

Save as disclosed above, Mr. Kan confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Independent Non-executive Director**

**Ms. Yeung Shuk Fan**, aged 59, was appointed as an independent non-executive Director on 18 June 2004. She is a chairman of each of the Audit Committee and Remuneration Committee, and a member of the Nomination Committee. Ms. Yeung holds a Master degree in Business Administration. She is a member of the American Institute of Certified Public Accountants (AICPA), and an associate member of each of The Chartered Governance Institute (CGI) and The Hong Kong Chartered Governance Institute (HKCGI). Ms. Yeung held senior financial positions in several companies. She has over 30 years of experience in the finance sector.

Save as disclosed above, Ms. Yeung has not held any position with the Group, and is independent of and not connected with the directors, chief executives and substantial shareholders or controlling shareholders of the Company or its subsidiaries or an associate of any of them. She does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, she does not have any interests in securities of the Company within the meaning of Part XV of the SFO.

A letter of appointment was entered into between Ms. Yeung and the Company for a term of three years commencing from 1 January 2023. However, she is subject to retirement by rotation and re election at the annual general meeting of the Company in accordance with the Articles. Ms. Yeung is entitled to a director's fee of HK\$168,000 per annum, which was determined by the Board based on the recommendation of the Remuneration Committee, with reference to individual performance, qualification and experience, her duties and responsibilities in the Company, the Group's performance and profitability, remuneration benchmark in the industry and prevailing market condition.

Save as disclosed above, Ms. Yeung confirmed that there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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大同機械企業有限公司

**COSMOS MACHINERY ENTERPRISES LIMITED**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 118)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Cosmos Machinery Enterprises Limited (the “Company”) will be held at Conference Room A, Unit 910, 9/F., Cheung Sha Wan Plaza Tower 1, No. 833 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 18 June 2025 at 10:00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive the audited financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2024.
2. (a) To re-elect Mr. Kan Wai Wah as a non-executive director of the Company.  
  
(b) To re-elect Ms. Yeung Shuk Fan as an independent non-executive director of the Company.  
  
(c) To authorise the board (the “Board”) of directors (“Directors”) of the Company to fix the remuneration of Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Board to fix their remuneration.

### AS SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of issued shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the Company; or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company (the “**Articles**”), shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws or rules to be held; and
- (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

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



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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to buy back issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and that the exercise by the Directors of all the powers of the Company to buy back such shares subject to and in accordance with all applicable laws or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back shares at a price determined by the Directors;
- (c) the aggregate number of issued shares to be bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws or rules to be held; and
- (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the Shareholders in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- B. “**THAT** conditional upon the passing of ordinary resolution 5A above, the aggregate number of issued shares in the Company which are bought back by the Company pursuant to and in accordance with the said ordinary resolution 5A shall be added to the aggregate number of issued shares in the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with ordinary resolution 4 above.”

By order of the Board  
**WONG Lai Tong**  
Company Secretary

Hong Kong, 28 April 2025

*Notes:*

1. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. In the case of joint Shareholders, if more than one joint Shareholders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
2. Forms of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (i.e. at or before 10:00 a.m. on Monday, 16 June 2025).
3. The Register of Members of the Company will be closed from Wednesday, 11 June 2025 to Wednesday, 18 June 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, 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 Tuesday, 10 June 2025.
4. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or the post-super typhoon “extreme conditions” announcement is in effect any time after 8:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Company at <http://www.cosmel.com> and the Stock Exchange at <https://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting. Shareholders should make their own decision as to whether they would attend the AGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
5. No gifts, food or beverages will be provided at the AGM.

*As at the date of this notice, the Board is comprised of six Directors, of which two are executive Directors, namely Mr. Tang To (Chairman) and Mr. Tang Yu, Freeman (Chief Executive Officer), one is non-executive Director, namely Mr. Kan Wai Wah, and three are independent non-executive Directors, namely Ms. Yeung Shuk Fan, Mr. Lam Kwok Ming and Mr. Lee Wai Yip, Alvin.*