

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.


IMAGI INTERNATIONAL HOLDINGS LIMITED
意力國際控股有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 585)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Imagi International Holdings Limited (the “Company”) will be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 26 June 2024, at 10:00 a.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESS

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the directors of the Company and of the independent auditor of the Company for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Kitchell Osman Bin as an executive director of the Company.
 - (b) To re-elect Ms. Choi Ka Wing as an executive director of the Company.
 - (c) To re-elect Mr. Miu Frank H. as an independent non-executive director of the Company.
 - (d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix auditors’ remuneration.

AS SPECIAL BUSINESS

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

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “**Director(s)**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of Shares allotted 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 issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares;
 - (iii) the exercise of options granted under the share option scheme or similar arrangement of the Company; or
 - (iv) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time,

shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing of this resolution and the said approval 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 earliest 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 bye-laws of the Company or any applicable laws to be held; or

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**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 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 legal restrictions or obligations under the laws of, or the requirements of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

- 5. To consider and, if though fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “**Director(s)**”) during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares 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 the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from 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 next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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

“**THAT** conditional upon the passing of resolutions numbered 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in resolution numbered 4 of the Notice granted to the Directors to allot, issue and otherwise deal with any additional Shares be and is hereby extended by the addition thereto of the total nominal amount of shares of the Company which may be purchased by the Company under the authority granted pursuant to resolution numbered 5, provided that such amount of shares of the Company so purchased shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”

AS SPECIAL RESOLUTIONS

7. To consider and, if thought fit, passing the following resolution as a special resolution:

“**THAT** the new bye-laws of the Company (the “**New Bye-laws**”), a copy of which is marked “A” and produced to this meeting and signed by the chairman of this meeting for the purpose of identification, be and is hereby approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect and that any one director or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Bye-laws.”

8. To consider and, if thought fit, passing the following resolution as a special resolution:

“**THAT**

- (a) the memorandum of association of the Company (the “**Memorandum of Association**”), the amended version of which is shown in the form of the document marked “B” and produced to this meeting and signed by the chairman of this meeting for the purpose of identification, be and is hereby approved and amended as follows:

- (i) The Company name “BOTO INTERNATIONAL HOLDINGS LIMITED” be replaced with “Imagi International Holdings Limited 意力國際控股有限公司”;
- (ii) Clause 5 be deleted in its entirety and be replaced with the following:

“The authorised share capital of the Company is HK\$1,000,000,000.00 divided into shares of HK\$0.04 each.”

- (b) any one director or the company secretary of the Company be and is hereby authorised for and on behalf of the Company to, amongst other matters, do all such acts, deeds and things and execute all such documents and make all such arrangements that they shall, in their absolute discretion, deem necessary, desirable or expedient to implement and/or give effect to the proposed alteration to the Memorandum of Association.”

By order of the Board
Imagi International Holdings Limited
Kitchell Osman Bin
Chairman

Hong Kong, 8 May 2024

As at the date of this notice, the board of directors of the Company comprises the following directors:

Executive directors:

Mr. Kitchell Osman Bin (*Chairman*)

Ms. Choi Ka Wing

Mr. Shimazaki Koji

Independent non-executive directors:

Mr. Chan Hak Kan

Ms. Liu Jianyi

Mr. Miu Frank H.

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Head office and principal place

of business in Hong Kong:

Room 2205-09, 22nd Floor

China United Centre, 28 Marble Road

North Point, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the annual general meeting may appoint one or more than one proxy to attend and vote on his/her behalf. The proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting 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 share shall alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited to Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish, but the form of proxy in which case shall be deemed to be revoked.
5. The register of members of the Company will be closed, for the purposes of determining the shareholders of the Company who are entitled to attend and vote at the AGM, from Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive), during which period no transfer of share(s) of the Company can be registered. In order to qualify for attending and voting at the meeting, unregistered holders of share(s) of the Company should ensure all share transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited of 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 20 June 2024.