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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 of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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**IMAGI INTERNATIONAL HOLDINGS LIMITED**  
**意力國際控股有限公司**  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 585)**

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;  
PROPOSED RE-APPOINTMENT OF AUDITOR;  
PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE  
NEW SHARES AND TO REPURCHASE SHARES;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting (the “AGM”) of Imagi International Holdings Limited (the “Company”) to be held at 12/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 25 June 2026, at 10:00 a.m. is set out on pages 14 to 18 of this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services 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 and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM 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, but the form of proxy will in which case be deemed to be revoked.

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I – INFORMATION OF THE RETIRING DIRECTORS PROPOSE TO BE RE-ELECTED AT THE AGM</b> .....	8
<b>APPENDIX II – EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE</b> .....	11
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	14

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## DEFINITIONS

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*In this circular and the appendices to it, the following expressions have the meanings set out below unless the context requires otherwise:*

“AGM”	an annual general meeting of the Company to be held at 12/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 25 June 2026 at 10:00 a.m., or any adjournment thereof;
“Auditor”	the independent auditor of the Company;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company in force from time to time;
“Company”	Imagi International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“close associate(s)”	has the meanings ascribed to it under the Listing Rules;
“core connected person(s)”	has the meanings ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of the issued share capital of the Company as at the date of passing the relevant resolution and as defined in paragraph 4(a) of the Letter from the Board;
“Latest Practicable Date”	21 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Board;

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## DEFINITIONS

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“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of the issued share capital of the Company as at the date of passing the relevant resolution and as defined in paragraph 4(b) of the Letter from the Board;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong as amended from time to time; and
“%”	per cent. or percentage.

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LETTER FROM THE BOARD

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

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 585)**

*Executive Directors:*

Mr. Han Xuyang (*Chairman*)  
Mr. Kitchell Osman Bin  
Ms. Choi Ka Wing  
Mr. Shimazaki Koji

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Independent non-executive Directors:*

Mr. Chan Hak Kan  
Ms. Liu Jianyi  
Mr. Miu Frank H.

*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

29 April 2026

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;  
PROPOSED RE-APPOINTMENT OF AUDITOR;  
PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE  
NEW SHARES AND TO REPURCHASE SHARES;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information relating to resolutions to be proposed at the AGM for (i) the re-election of the retiring Directors at the AGM; (ii) the re-appointment of Auditor; (iii) the granting of the Issue Mandate to the Directors; (iv) the granting of the Repurchase Mandate to the Directors; (v) the extension of the Issue Mandate by adding the number of Shares repurchased by the Company under the Repurchase Mandate; and (vi) a notice convening the AGM, to enable you to make an informed decision on whether to vote for or against those resolutions proposed at the AGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-law 84 of the Bye-laws, Mr. Kitchell Osman Bin, Ms. Choi Ka Wing (both as executive Directors) and Mr. Miu Frank H. (as an independent non-executive Director) will retire from office by rotation and, being eligible, offer themselves for re-election as executive Directors and independent non-executive Director respectively at the AGM. They will continue to act as a Directors throughout the AGM.

Pursuant to Bye-law 83(2), Mr. Han Xuyang (being an executive Director) appointed by the Board after the last annual general meeting held on 19 June 2025, will hold office only until the AGM and be eligible for re-election at the AGM.

Mr. Miu Frank H. has served as an independent non-executive Director for more than nine (9) years. Pursuant to Code Provide B.2.3 of the Corporate Governance Code under the Listing Rules, his re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM. Although Mr. Miu Frank H. has served the Company as an independent non-executive Director for more than nine (9) years, the Board is of the view that his independence is not affected by his length of service and is satisfied that he continues to bring valuable experience, professionalism and contribution to the Board.

The Nomination Committee has reviewed the biographies of the aforementioned retiring Directors and concluded that they meet the nomination criteria, including character, integrity, qualifications, experience and the time commitment required to effectively discharge their duties. The Nomination Committee has also taken into account the objectives criteria with due regard for the benefits of diversity (including but not limited to gender, age, cultural and education background, race, professional experience, skills and knowledge). Accordingly, the Nomination Committee recommends retiring Directors for re-election by the Shareholders at the AGM.

The Nomination has further assessed the independence of all the independent non-executive Directors. All the independent Directors satisfy the criteria under Rule 3.13 of the Listing Rules and have provided annual confirmations of their independence to the Company. Having considered the Nomination Committee's recommendations, the Board is of the view that the retiring Directors will continue to contribute to the Board through their knowledge and experience, diversity of skills and perspectives, and commitment to the Group. The Board therefore resolves to recommend the re-election of the retiring Directors for Shareholders' approval at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, the relevant details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. RE-APPOINTMENT OF AUDITOR

Crowe (HK) CPA Limited will retire as the Auditor at the AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Board, proposes re-appoint Crowe (HK) Limited as the Auditor and to hold office until the conclusion of the next annual general meeting of the Company. An ordinary resolution will be proposed to authorise the Board to fix the remuneration of the Auditor for the ensuing year. The specific auditors' remuneration will be further negotiated and determined between the Company and Crowe (HK) CPA Limited on a fair and reasonable basis, taking into account factors such as complexity and business plan of the Group, the expected audit scope, the audit timetable and auditor's resources required. It is expected that the auditors' remuneration for the year ending 31 December 2026 will be within the range of HK\$1,600,000 to HK\$1,700,000.

### 4. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM for the purpose of approving the granting of new general and unconditional mandates to the Directors:

- (a) to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of such proposed resolution (i.e. up to a maximum of 165,984,314 Shares on the basis that the issued share capital of the Company of 829,921,572 Shares remains unchanged from the Latest Practicable Date to the date of the AGM) (the "**Issue Mandate**");
- (b) to repurchase Shares on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of not exceeding 10% of the total number of issued Shares as at the date of passing of such proposed resolution (i.e. up to a maximum of 82,992,157 Shares on the basis that the issued share capital of the Company of 829,921,572 Shares remains unchanged from the Latest Practicable Date to the date of the AGM) (the "**Repurchase Mandate**"); and
- (c) to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and Repurchase Mandate would continue in force until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company hold after the AGM;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or

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## LETTER FROM THE BOARD

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- (iii) the date on which the Issue Mandate and/or the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the Board have no present plan to repurchase any Shares under the Repurchase Mandate and to issue new Shares under the Issue Mandate.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

### 5. AGM

A notice convening the AGM to be held at 12/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 25 June 2026, at 10:00 a.m. is set out on pages 14 to 18 of this circular.

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 of the meeting, 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 hand. Accordingly, the chairman of the AGM will exercise his power in accordance with Bye-law 66 of the Bye-laws to put each of the resolutions set out in the notice of AGM to vote by way of poll at the AGM. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions to be proposed at the AGM.

The register of members of the Company will be closed, for the purposes of determining the Shareholders who are entitled to attend and vote at the AGM, from Monday, 22 June 2026 to Thursday, 25 June 2026 (both days inclusive), during which period no transfer of the Share(s) can be registered. In order to qualify for attending and voting at the AGM, 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 Investor Services Limited of 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 18 June 2026. The record date for the purpose of ascertaining Shareholders' right to attend and vote at the AGM will be Thursday, 25 June 2026.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.imagi.hk](http://www.imagi.hk)). Whether or not you intend to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services 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 less than forty-eight (48) hours before the time scheduled for holding the AGM 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 should you so wish and in such event, your proxy form shall be deemed to be revoked.

### 6. RECOMMENDATIONS

The Directors consider that the proposed re-election of the retiring Directors, the re-appointment of Auditor, the granting/extension of the Issue Mandate and the granting of the Repurchase Mandate are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### 7. ADDITIONAL INFORMATION

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

### 8. 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.

Yours faithfully,  
For and on behalf of the Board of  
**Imagi International Holdings Limited**  
**Kitchell Osman Bin**  
*Executive Director*

Pursuant to the Listing Rules, the particulars of the Directors, who will retire and offer themselves for re-election at the AGM, are provided as follows:

1. **Mr. Kitchell Osman Bin (“Mr. Kitchell”)**, aged 61, was appointed as an executive Director on 10 May 2016. Mr. Kitchell was appointed as an acting chairman of the Board on 13 June 2016 and re-designated to chairman of the Board for the period from 11 October 2021 to 14 April 2026. He is also a director of major subsidiaries of the Company. Mr. Kitchell completed his high-school education in Hong Kong and pursued his undergraduate studies in Canada. Mr. Kitchell holds a honorary diploma from Pickering College in Canada. Mr. Kitchell studied Economics in the University of Toronto, Canada. Mr. Kitchell is a veteran investor with over 20 years’ experience in Hong Kong equity markets.

Save as disclosed above, Mr. Kitchell does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Kitchell does not have any relationship with other Directors, senior management, substantial or controlling Shareholders (within the meaning of the Listing Rules). As at the Latest Practicable Date, except for Mr. Kitchell has an interest in 975,000 Shares, representing approximately 0.12% of the total issued Shares as at the Latest Practicable Date, he had no other interest in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Kitchell entered into a letter of appointment with the Company initially for a term of two (2) years in 2016 upon his appointment, which was renewed subsequently between Mr. Kitchell and the Company for a term of three (3) years thereafter upon expiry. He is also subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Kitchell is currently entitled to director emolument of HK\$130,000 per month which is determined by the Board based on the review and recommendation from the remuneration committee of the Board with reference to his past experience, duties and responsibilities within the Group and the prevailing market situation.

Save as disclosed above, there is no other information relating to the re-election of Mr. Kitchell as an executive Director that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders.

2. **Ms. Choi Ka Wing (“Ms. Choi”)**, aged 43, was appointed as an executive Director on 12 May 2016. She is also a director of major subsidiaries of the Company. Ms. Choi completed her high-school education in Hong Kong and had further her studies at the Perth Institute of Business and Technology in Perth, Australia. Ms. Choi worked in customer services in the catering division of a 5-star hotel in Hong Kong for over one year and gained experience in food and beverage and entertainment business.

Save as disclosed above, Ms. Choi does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Ms. Choi does not have any relationship with other Directors, senior management, substantial or controlling Shareholders (within the meaning of the Listing Rules). As at the Latest Practicable Date, except for Ms. Choi has an interest in 632,000 Shares, representing approximately 0.08% of the total issued Shares as at the Latest Practicable Date, she had no other interest in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Choi entered into a letter of appointment with the Company initially for a term of two (2) years in 2016 upon her appointment, which was renewed subsequently between Ms. Choi and the Company for a term of three (3) years thereafter upon expiry. She is also subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Bye-laws. Ms. Choi is currently entitled to director emolument of HK\$45,000 per month, which is determined by the Board based on the review and recommendation from the remuneration committee of the Board with reference to her past experience, duties and responsibilities within the Group and the prevailing market situation.

Save as disclosed above, there is no other information relating to the re-election of Ms. Choi as an executive Director that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders.

3. **Mr. Miu Frank H. (“Mr. Miu”)**, aged 77, was appointed as an independent non-executive Director on 2 February 2016. He is also a chairman of audit committee and member of remuneration committee and nomination committee of the Board with effect from his appointment. Mr. Miu holds a Juris Doctor degree from Harvard Law School and a Bachelor of Arts degree in Economics and Accounting from St. John’s University of Minnesota in the United States of America. Mr. Miu is a member of the American Bar Association and the American Institute of Certified Public Accountants. With professional experience in law and accounting, he has extensive exposure to various industries including financial services and has been an independent non-executive director for various companies listed on Main Board of the Stock Exchange.

Save as disclosed above, Mr. Miu does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Miu does not have any relationship with other Directors, senior management, substantial or controlling Shareholders (within the meaning of the Listing Rules) and he had no interest in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Miu entered into a letter of appointment with the Company for a term of two (2) years in February 2016 upon his appointment which was renewed subsequently between Mr. Miu and the Company for a term of two (2) years thereafter upon expiry. He is also subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Mr. Miu is currently entitled to director fee of HK\$20,000 per month, which is determined by the Board based on the review and recommendation from the remuneration committee of the Board with reference to his past experience, duties and responsibilities within the Group and the prevailing market situation.

Save as disclosed above, there is no other information relating to the re-election of Mr. Miu as an independent non-executive Director that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders.

4. **Mr. Han Xuyang** (“**Mr. Han**”), aged 34, was appointed as an executive Director and chairman of the Board on 14 April 2026. Mr. Han obtained his Master of Science degree from the University of Oxford and his Juris Doctor degree from the University of Hong Kong. He also holds a Postgraduate Certificate in Laws from the University of Hong Kong and is admitted as a solicitor of the High Court of the Hong Kong Special Administrative Region. Prior to joining the Company as an executive Director, Mr. Han worked at Sullivan & Cromwell, a leading international law firm from 2017 to 2021, focusing on capital markets, corporate finance transactions and mergers and acquisitions practices.

Since 2022, Mr. Han had been an executive director and chief executive officer of CST Group Limited (formerly listed on the Stock Exchange under stock code: 985) (“**CST Group**”). During his tenure, he led CST Group through its strategic transformation and corporate restructuring. Notably, he drove the privatisation of CST Group in December 2023, and subsequently led a series of cross-border transactions and investment projects, actively seeking to expand CST Group’s global business footprint.

Save as disclosed above, Mr. Han does not hold any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Han does not have any relationship with other Directors, senior management, substantial or controlling Shareholders (within the meaning of the Listing Rules). As at the Latest Practicable Date, Mr. Han has an interest in 141,879,600 Shares, representing approximately 17.10% of the total issued Shares as at the Latest Practicable Date, he had no other interest in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Han entered into a letter of appointment with the Company initially for a term of three (3) years on 14 April 2026 upon his appointment. He is also subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Han is currently entitled to director emolument of HK\$150,000 per month, which is determined by the Board based on the review and recommendation from the remuneration committee of the Board with reference to his experience, duties and responsibilities within the Group and the prevailing market situation.

Save as disclosed above, there is no other information relating to the re-election of Mr. Han as an executive Director that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders.

This explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, serves to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue was 829,921,572, all of which are fully paid. Subject to the passing of the resolution numbered approving the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be authorised to repurchase up to a maximum of 82,992,157 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date.

### **2. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the Shares on the market. Such repurchase may depending on market conditions and funding arrangement at the time, result in enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors consider that such repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASE**

Any repurchase will only be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda.

Compared with the financial position disclosed in the latest published audited financial statements of the Company as at 31 December 2025, there might have adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to make any repurchase to the extent that would have a material adverse effect on the working capital or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

**4. EFFECT OF THE TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase 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, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholders or group of Shareholders.

Assuming no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of AGM, on exercise of full of the Repurchase Mandate, the number of issued Shares will decrease from 829,921,572 to 746,929,415.

As at the Latest Practicable Date, to the best knowledge and belief of the Company and as recorded in the register required to be kept by the Company under section 336 of the SFO, Mr. Han Xuyang ("**Mr. Han**"), the executive Director and Chairman of the Company, was interested in 141,879,600 Shares, representing approximately 17.10% of the total number of issued Shares. On the basis that no further Shares are issued or repurchased and in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate and that there is no change in shareholdings of Mr. Han in the Company, the shareholdings of Mr. Han would be increased to approximately 18.99% of the issued share capital of the Company, on exercise in full of the Repurchase Mandate. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in (i) any persons has obligation to make a mandatory offer under the requirements of Takeovers Code; or (ii) the number of Shares in the hands of public falling below 25% or as from time to time as prescribed minimum percentage of public float under the Listing Rules.

**5. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any Share (whether on the Stock Exchange or otherwise) in the six (6) months immediately preceding the Latest Practicable Date.

**6. MARKET PRICES OF THE SHARES**

The highest and lowest market closing prices per Share at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Closing price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2025</b>		
March	0.380	0.325
April	0.340	0.310
May	0.330	0.295
June	0.520	0.305
July	0.470	0.400
August	1.150	0.430
September	1.000	0.890
October	0.890	0.700
November	1.040	0.760
December	0.840	0.630
<b>2026</b>		
January	0.960	0.800
February	0.950	0.850
March	0.950	0.850
April (up to the Latest Practicable Date)	2.840	0.950

**7. UNDERTAKING**

None of the Directors or, 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 to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the laws of Bermuda.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Share to the Company, or that he/she has undertaken to the Company not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

---

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

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 585)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Imagi International Holdings Limited (the “**Company**”) will be held at 12/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 25 June 2026, 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 2025.
2. To re-elect Mr. Kitchell Osman Bin as an executive director of the Company.
3. To re-elect Ms. Choi Ka Wing as an executive director of the Company.
4. To re-elect Mr. Miu Frank H. as an independent non-executive director of the Company.
5. To re-elect Mr. Han Xuyang as an executive director of the Company.
6. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
7. 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**

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

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## NOTICE OF ANNUAL GENERAL MEETING

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“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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”

- 9. 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of resolutions numbered 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in resolution numbered 8 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 9, 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.”

By order of the Board  
**Imagi International Holdings Limited**  
**Kitchell Osman Bin**  
*Executive Director*

Hong Kong, 29 April 2026

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

*Executive directors:*

Mr. Han Xuyang (*Chairman*)  
Mr. Kitchell Osman Bin  
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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 Investor Services 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 Monday, 22 June 2026 to Thursday, 25 June 2026 (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 Investor Services Limited of 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 18 June 2026. The record date for the purpose of ascertaining Shareholders' right to attend and vote at the AGM will be Thursday, 25 June 2026.