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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 stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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### **Acme International Holdings Limited**

**益美國際控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1870)**

#### **PROPOSALS FOR**

- (1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;**
- (2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;**
- (3) RE-ELECTION OF RETIRING DIRECTORS;**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of Acme International Holdings Limited to be held at Suite 2602-03, 26/F, BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 30 May 2024 at 10:30 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.acmehld.com](http://www.acmehld.com)). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the AGM (i.e. not later than 10:30 a.m. on Tuesday, 28 May 2024) 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.

26 April 2024

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Suite 2602-03, 26/F, BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 30 May 2024 at 10:30 a.m. or any adjournment thereof, a notice of which is set out on pages 15 to 19 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Cayman Islands Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Acme International Holdings Limited, an exempted company with limited liability incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange on 8 November 2019 (stock code: 1870)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”, “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM

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## DEFINITIONS

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“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	Friday, 8 November 2019
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“Memorandum” or “Memorandum of association”	the amended and restated memorandum of association of the company, as amended from time to time.
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Buy-back Mandate”	a general unconditional mandate proposed to be granted to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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### Acme International Holdings Limited

益美國際控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1870)**

*Executive Directors:*

Mr. Kwan Kam Tim (*Chairman*)

Mr. Yip Wing Shing

Mr. Zhang Guangying

Ms. Leung Ng Mui May

*Independent Non-executive Directors:*

Prof. Hons. Lau Chi Pang, *BBS, J.P.*

Mr. Chin Wai Keung Richard

Prof. Mo Lai Lan

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Head Office:*

Unit 3007-3008, 30/F,

West Tower, Shun Tak Centre,

168-200 Connaught Road Central,

Sheung Wan, Hong Kong

*Principal Place of Business in*

*Hong Kong:*

Unit A, 15/F.,

Infotech Centre,

21 Hung To Road,

Kwun Tong, Hong Kong

26 April 2024

*To the Shareholders*

Dear Sirs or Madams,

### **PROPOSALS FOR**

**(1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;**

**(2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;**

**(3) RE-ELECTION OF RETIRING DIRECTORS;**

**AND**

**(4) NOTICE OF ANNUAL GENERAL MEETING**

### **INTRODUCTION**

The purpose of this circular is to provide Shareholders with the notice of AGM and information on the resolutions to be put forward at the AGM: (i) the grant to the Directors of the Issue Mandate, the Shares Buy-back Mandate and the extension of the Issue Mandate to include Shares bought back pursuant to the Shares Buy-back Mandate; and (ii) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE, SHARES BUY-BACK MANDATE AND EXTENSION OF ISSUE MANDATE

At the annual general meeting of the Company held on 30 May 2023, the Directors were granted (a) a general unconditional mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution; (b) a general unconditional mandate to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the resolution; and (c) the power to extend the general unconditional mandate mentioned in (a) above by an amount representing the aggregate number of Shares bought back by the Company pursuant to the general unconditional mandate to buy back securities referred to in (b) above (up to 10% of the total number of Shares in issue as at the date of passing of the resolution). The above general mandates will expire at the conclusion of the AGM. At the AGM, separate ordinary resolutions will be proposed: (a) to grant the Issue Mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of such resolution; (b) to grant the Shares Buy-back Mandate to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution; and (c) conditional upon the passing of the resolutions to grant the Issue Mandate and the Shares Buyback Mandate, to extend the Issue Mandate by an amount representing the aggregate number of Shares bought back under the Shares Buy-back Mandate (up to 10% of the total number of Shares in issue as at the date of passing of the resolution for approving the Shares Buy-back Mandate). The full texts of the above resolutions are set out in resolutions numbered 4 to 6 in the notice of the AGM contained in pages 15 to 19 of this circular.

Each of the Issue Mandate and the Shares Buy-back Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (c) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.

Under Rule 10.06(1)(b) of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Shares Buy-back Mandate at the AGM. The explanatory statement is set out in Appendix I to this circular.

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, of which the executive Directors are Mr. Kwan Kam Tim, Ms. Leung Ng Mui May, Mr. Yip Wing Shing and Mr. Zhang Guangying; and the independent non-executive Directors are Prof. Hons. Lau Chi Pang, *BBS, J.P.*, Mr. Chin Wai Keung Richard and Prof. Mo Lai Lan.

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## LETTER FROM THE BOARD

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In compliance with paragraph B.2.2 of the code provisions as set out in the Corporate Governance Code and Corporate Governance Report as contained in Appendix 14 to the Listing Rules, every Director should be subject to retirement by rotation at least once every three years. Furthermore, pursuant to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3), the number nearest to but no less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. According to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

Pursuant to the aforesaid provisions, three of the Directors, namely Mr. Yip Wing Shing, Mr. Zhang Guangying and Mr. Chin Wai Keung Richard shall retire at the AGM and, being eligible, will offer themselves for re-election at the AGM. The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The nomination committee of the Company has recommended to the Board on re-election of all the retiring Directors, including Chin Wai Keung Richard, the independent non-executive Director who is due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Particulars of each of the Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### **AGM AND PROXY ARRANGEMENT**

A notice of the AGM is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the AGM (i.e. not later than 10:30 a.m. on Tuesday, 28 May 2024) 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.

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## LETTER FROM THE BOARD

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### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the Shareholders' eligibility to attend and vote at the AGM to be held on Thursday, 30 May 2024, the register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to have the right to attend and vote at the meeting or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 24 May 2024.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATIONS**

The Directors consider that the proposed resolutions as set out in the notice of the AGM contained in pages 15 to 19 of this circular including the proposals for (i) the granting of Issue Mandate, the Shares Buy-back Mandate and the extension of Issue Mandate to include Shares bought back pursuant to the Shares Buy-back Mandate; and (ii) the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.



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## LETTER FROM THE BOARD

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### GENERAL

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

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By Order of the Board  
**Acme International Holdings Limited**  
益美國際控股有限公司  
**Kwan Kam Tim**  
*Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders in connection with the proposed Shares Buy-back Mandate.*

**LISTING RULES RELATING TO THE BUY-BACK OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back shares on the Stock Exchange and any other stock exchange on which securities of such company are listed and such exchange recognised by the SFO subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-backs of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

**SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 624,000,000 Shares in issue. The Shares Buy-back Mandate will enable the Directors to buy back the Shares up to a maximum of 10% of the aggregate number of the Shares in issue as at the date of passing of the relevant ordinary resolution at the AGM. Subject to the passing of the resolution granting the Shares Buy-back Mandate and assuming that no further Shares will be issued or bought back during the period from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Shares Buy-back Mandate to buy back a maximum of 62,400,000 Shares, being 10% of the issued Shares as at the date of the passing of the relevant resolution at the AGM. The Shares Buy-back Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (c) the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate.

**REASONS FOR BUY-BACKS**

The Directors believe that the ability to buy back Shares is in the interests of the Company and the Shareholders. Buy-backs may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors sought the grant of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Buy-backs of Shares will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders.

**FUNDING OF BUY-BACK**

Any buy-back must be financed out of funds legally available for the purpose in accordance with the Memorandum and the Articles and the applicable laws and regulations of the Cayman Islands.

A listed company may not buy back its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time. Subject to the foregoing, any buy-backs by the Company may be made out of the profits of the Company, out of the share premium account of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, subject to the Cayman Islands Companies Law and the Memorandum and Articles of Association, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Cayman Islands Companies Law and the Memorandum and Articles of Association, out of capital.

**EFFECT OF EXERCISING THE SHARES BUY-BACK MANDATE**

The Directors consider that there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2023 in the event that the Shares Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. The Directors do not propose to exercise the Shares Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company under the Shares Buy-back Mandate if the same is approved by the Shareholders at the AGM. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Shares Buy-back Mandate is approved by the Shareholders at the AGM.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make buy-back pursuant to the Shares Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

**EFFECT OF TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to buy back Shares pursuant to the Shares Buy-back Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

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**APPENDIX I****EXPLANATORY STATEMENT FOR  
THE SHARES BUY-BACK MANDATE**

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If the Shares Buy-back Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 5% or more of the issued share capital of the Company (based on the number of the Shares they held as at the Latest Practicable Date), before and after such buy-back would be as follows:

<b>Shareholder</b>	<b>Number of Shares/ underlying shares held</b>	<b>Percentage of shareholding as at the Latest Practicable Date</b>	<b>Approximate percentage of shareholding if the Shares Buy-back Mandate is exercised in full</b>
Treasure Ship Holding Limited <i>(Note 1)</i>	181,140,000	29.03%	32.25%
Mr. Liao Shigang <i>(Note 2)</i>	57,365,000	9.19%	10.21%
RR (BVI) Limited <i>(Note 3)</i>	55,500,000	8.89%	9.88%
Trinity Gate Limited <i>(Note 4)</i>	40,000,000	6.41%	7.12%

*Notes:*

1. Treasure Ship Holding Limited is the registered and beneficial owner holding 29.03% of the issued Shares. Treasure Ship Holding Limited is direct wholly owned by Mr. Lin Zhang, Mr. Lin Zhang is therefore deemed to be interested in the Shares held by Treasure Ship Holding Limited.
2. Mr. Liao Shigang is the beneficial owner of 44,865,000 Shares. Ms. Zhao Yuzhu, being Mr. Liao Shigang's wife, is the beneficial owner of 12,500,000 Shares. Mr. Liao Shigang is therefore deemed to be interested in the Shares owned by Ms. Zhao Yuzhu. Ms. Zhao Yuzhu is also therefore deemed to be interested in the Shares owned by Mr. Liao Shigang.
3. RR (BVI) Limited is the registered and beneficial owner holding 8.89% of the issued Shares. RR (BVI) Limited is wholly owned by Mr. Kwan Kam Tim. Mr. Kwan is therefore deemed to be interested in the Shares held by RR (BVI) Limited.
4. 40,000,000 Shares are beneficially held by Trinity Gate Limited, a direct wholly-owned subsidiary of Timeness Vision Limited, whose entire issued share capital is in turn beneficially held by Mr. Teng Rongsong. Mr. Teng Rongsong is therefore deemed to be interested in the Shares held by Trinity Gate Limited.
5. The Directors are not aware of any consequences which would give rise to an obligation to make a mandatory offer under the Rules 26 and 32 of the Takeovers Code. The Directors have no intention to exercise the Shares Buy-back Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

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**APPENDIX I****EXPLANATORY STATEMENT FOR  
THE SHARES BUY-BACK MANDATE**

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**SHARE BUY-BACK MADE BY THE COMPANY**

No buy-back of Shares has been made by the Company on the Stock Exchange in the six months preceding the Latest Practicable Date.

Neither this explanatory statement nor the Shares Buy-back Mandate has any unusual features.

**SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange from 1 April 2023 to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
April	1.26	1.13
May	1.20	1.03
June	1.14	1.03
July	1.12	0.99
August	1.12	1.00
September	1.11	1.01
October	1.50	1.04
November	1.70	1.35
December	1.88	1.55
<b>2024</b>		
January	1.77	1.11
February	1.83	1.64
March	1.83	1.61
April (up to the Latest Practicable Date)	2.12	1.77

*The following are the particulars of the Directors (as required by the Listing Rules) being eligible and offering themselves for re-election at the AGM.*

**Mr. Yip Wing Shing (葉永聖) (“Mr. Yip”)**, aged 48, was appointed as an executive Director on 3 September 2021. Mr. Yip holds a Bachelor’s Degree in Law from Peking University and a Master’s Degree in Business Administration from The Hong Kong University of Science and Technology. He has over 20 years of extensive experience in fields such as corporate consulting and management, risk investment and private equity investment.

Mr. Yip had been engaged in the businesses of financial investment, financial consulting, risk-related investment as well as consulting and management for listed companies in Hong Kong in his early years. He had also been a founding member of a business consulting and management consulting firm, which provided consulting services for listed companies. From 2012 to 2016, Mr. Yip served as the investment director at Shenzhen Oriental Fortune Capital Investment Management Co., Ltd. (深圳市東方富海投資管理股份有限公司). From April 2017 to August 2021, Mr. Yip served as the deputy general manager and general manager at two well-established venture capital firm and private capital firm. In 2018, Mr. Yip also established a consulting firm Fuhai Yong Xing Corporate Consulting (Shenzhen) Company Ltd. (富海永行企業顧問(深圳)有限公司).

Mr. Yip had entered into a service contract with the Company for a term of three years commencing from 3 September 2021 and shall continue thereafter until terminated by either party giving to the other not less than three months’ notice in writing, but is subject to retirement from office and re-election at the AGM in accordance with the Articles of Association. No director’s fee will be payable to Mr. Yip but he is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company for his appointment as executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

As at the Latest Practicable Date, Mr. Yip was not interested or deemed to be interested in any Shares or underlying Shares or debentures within the meaning of Part XV of the SFO.

**Mr. Zhang Guangying** (張廣迎) (“**Mr. Zhang**”), aged 60, was appointed as an executive Director on 18 January 2024. Mr. Zhang bachelor’s degree in economics from Jilin University of Finance and Economics and a master’s degree in business administration from Middlesex University in the United Kingdom. Mr. Zhang is a senior economist and has over 30 years of experience in the international banking industry and extensive experience in banking operation and management.

Mr. Zhang was the deputy chief executive of Nanyang Commercial Bank from November 2017 to May 2023. Prior to that, Mr. Zhang held key positions in the headquarters and various overseas branches of China Construction Bank, including General Manager of the Paris Branch and Deputy General Manager of the New York Branch. During his long-term operation and management position in the banking industry, Mr. Zhang has gained extensive experience in various fields and business lines, including the formulation and implementation of development strategies and business strategies of commercial banks and their overseas branches, corporate banking, investment banking, financial market, financial institution business, asset and liability management, compliance and risk management.

Mr. Zhang had entered into a service contract with the Company for a term of three years commencing from 18 January 2024 and shall continue thereafter until terminated by either party giving to the other not less than three months’ notice in writing, but is subject to retirement from office and re-election at the AGM in accordance with the Articles of Association. No director’s fee will be payable to Mr. Zhang but he is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company for his appointment as executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

As at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in any Shares or underlying Shares or debentures within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. Yip and Mr. Zhang are not connected with any existing Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

**Mr. Chin Wai Keung Richard (錢偉強) (“Mr. Chin”)**, aged 74, was appointed as an independent non-executive Director on 25 August 2021. He has over 40 years of management experience in trading, contracting and finance businesses. Mr. Chin served as an executive director of Huiyin Holdings Group Limited (stock code: 1178), a company previously listed on the Main Board of The Stock Exchange of Hong Kong Limited from June 2020 to October 2020, and from December 2020 to May 2022.

He was an executive director of Mansion International Holdings Limited (stock code: 8456), a company listed on GEM of the Stock Exchange, from November 2019 to July 2020. He was an executive director of Farnova Group Holdings Limited (stock code: 8153), a company listed on GEM of the Stock Exchange, from August 2014 to October 2018.

He was the chairman and an executive director of Union Asia Enterprise Holdings Limited (stock code: 8173), a company listed on GEM of the Stock Exchange, between 2006 and 2009. Mr. Chin was the deputy chairman and the chief executive officer of Richly Field China Development Limited (stock code: 313), a company listed on Main Board of the Stock Exchange, in between 2002 and 2004. In December 2000, Mr. Chin was an executive director of CMBC Capital Holdings Limited (stock code: 1141), a company listed on the Main Board of the Stock Exchange, and was redesignated as a non-executive director in December 2001. The said company had subsequently gone through a debt restructuring exercise with a group of bankers and the creditors, which was completed around May 2002.

Mr. Chin had entered into an appointment letter with the Company for a term of three years commencing from the 25 August 2021 renewable automatically for successive terms of one year each until terminated by either party giving to the other not less than three months’ notice in writing, but is subject to retirement from office and re-election at the AGM in accordance with the Articles of Association. Mr. Chin is entitled to a director’s fee of HK\$144,000 per annum as an independent non-executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

Save as disclosed herein, Mr. Yip, Mr. Zhang and Mr. Chin have not held any directorships in other listed companies in the past three years nor have they held any other major appointments and professional qualifications. There is no information relating to Mr. Yip, Mr. Zhang and Mr. Chin that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter in relation to the re-election of Mr. Yip, Mr. Zhang and Mr. Chin that needs to be brought to the attention of the Shareholders and the Stock Exchange.



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## NOTICE OF ANNUAL GENERAL MEETING

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### Acme International Holdings Limited

### 益美國際控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1870)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Acme International Holdings Limited (the “**Company**”) will be held at Suite 2602-03, 26/F, BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 30 May 2024 at 10:30 a.m. for the following purposes:

**As ordinary business:**

1. To receive, consider and adopt the audited consolidated financial statements together with the directors’ report and the independent auditor’s report of the Company and its subsidiaries for the year ended 31 December 2023.
2. (a) To re-elect, each as a separate resolution, the following retiring directors of the Company (each a “**Director**”, together with all other directors of the Company, the “**Directors**”):
  - (i) Mr. Yip Wing Shing as an executive Director;
  - (ii) Mr. Zhang Guangying as an executive Director; and
  - (iii) Mr. Chin Wai Keung Richard as an Independent non-executive Director.
- (b) To authorise the board of directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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

4. “**THAT:**
- (a) subject to sub-paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with any additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in sub-paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
  - (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors, officers and/or employees of the Company and/or any of its subsidiaries or any other person of Shares or rights to acquire Shares; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or its articles of association to hold its next annual general meeting; and
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company which may be purchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or its articles of association to hold its next annual general meeting; and
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.”

6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate number of the Shares in issue at the date of passing of this resolution.”

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

Hong Kong, 26 April 2024

*As at the date of this notice, the Board comprises seven members, of which Mr. Kwan Kam Tim, Ms. Leung Ng Mui May, Mr. Yip Wing Shing and Mr. Zhang Guangying are the executive Directors of the Company; and Prof. Hons. Lau Chi Pang, BBS, J.P., Mr. Chin Wai Keung Richard and Prof. Mo Lai Lan are the independent non-executive Directors of the Company.*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A shareholder entitled to attend and vote at the meeting or any adjournment thereof is entitled to appoint another person as his/her proxy to attend and vote for him/her. A shareholder who is the holder of two or more shares in the share capital of the Company may appoint more than one proxy. A proxy need not be a shareholder of the Company.
2. To be valid the proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. Delivery of proxy form shall not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the proxy form shall be deemed to be annulled.
4. The register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to have right to attend and vote at the meeting or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 24 May 2024.