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High Fashion International Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 608)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “Circular”) and the notice (the “Notice”) of Annual General Meeting of High Fashion International Limited (the “Company”) dated 29 April 2022. As set out in the Notice, the board of directors (the “Board”) of the Company resolved to propose at the Annual General Meeting to be held on Tuesday, 14 June 2022, the resolutions contained in the Notice for its shareholders’ consideration and approval. This supplementary notice (the “Supplementary Notice”) shall be read together with the Notice. Unless otherwise stated, capitalised terms used in the Supplementary Notice shall have the same meaning as defined in the Notice.

As mentioned in the Circular, Mr. Leung Hok Lim (“Mr. Leung”), an independent non-executive director of the Company, will retire by rotation and be eligible to offer himself for re-election at the Annual General Meeting pursuant to Bye-law 87 of the Company’s Bye-laws. Mr. Leung indicated that he will not stand for re-election and will retire at the Annual General Meeting. As at the date of the Supplementary Notice, Mr. Leung informed the Board that he is willing to offer himself for re-election at the Annual General Meeting.

The Nomination Committee of the Company has recommended the re-election of Mr. Leung at the Annual General Meeting in accordance with the nomination policy of the Company as well as taking consideration of the benefits and needs of diversity aspects (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and other qualities) as set out in the board diversity policy of the Company. Mr. Leung is a well-experienced and prestigious expert in the accounting field with extensive exposure to international accounting practices in various business and industry. He has in-depth understanding on the Company’s business and operations. The Nomination Committee believed that Mr. Leung will continue to provide related valuable advice to the business development of the Company and contribute to the diversity of the existing Board.

Mr. Leung was appointed to the Board in 2004 and has been an independent non-executive director of the Company for more than nine years but he has given an independence confirmation to the Board pursuant to Rule 3.13 of the Listing Rules. During his tenure of office, Mr. Leung has actively attended the Board meetings, committee meetings and general meetings of the Company and provided impartial and independent guidance over the past years. Being a chairman of the Audit Committee, he has played an important role in leading

the Audit Committee in performing its function and facilitation to the Board. Mr. Leung holds only one directorship in another listed company concurrently and has committed to devote sufficient time to fulfil his duty of directorship in the Company. In view of this, the Nomination Committee considered that Mr. Leung fulfils the character and integrity required as being an independent non-executive director and remains to be independent and is able to provide useful insights over the Company's business. Through the recommendation and assessment of the Nomination Committee, the Board considered that Mr. Leung is independent and would be capable to make independent judgment and advice to the business affairs and management of the Company based on his fruitful experience and individual attributes enhancing the Board's diversity and thus recommends for his re-election at the Annual General Meeting as it is in the best interests of the Company and its shareholders.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the Annual General Meeting will be held as scheduled. In addition to the resolutions set out in the Notice, the following resolution will also be considered and approved:

ORDINARY RESOLUTION

8. To re-elect Mr. Leung Hok Lim as an independent non-executive director of the Company.

For the biographical details of Mr. Leung, please refer to Appendix of this Supplementary Notice. Save as set out above, all resolutions contained in the Notice will remain to have full force and effect.

The Board considers that the proposal mentioned above is in the interests of the Company and its shareholders as a whole. Accordingly, the Board recommends that all shareholders vote in favor of the proposal at the Annual General Meeting.

By Order of the Board
High Fashion International Limited
Lam Gee Yu, Will
Executive Director & Managing Director

Hong Kong, 31 May 2022

Notes:

1. Please refer to the Company's Circular and the Notice for detailed information in respect of other resolutions to be put forward at the Annual General Meeting, eligibility for attending the Annual General Meeting, appointment of proxy, closure of register of members and other relevant matters.
2. Since the proxy form enclosed with the Circular and the Notice (the "First Form of Proxy") does not contain the additional resolution in relation to the proposed re-election of Mr. Leung as an independent non-executive director of the Company as set out in the Supplementary Notice, a second form of proxy (the "Second Form of Proxy") is enclosed with the Supplementary Notice. The Second Form of Proxy is available on the websites of the Stock Exchange and the Company's website at www.highfashion.com.hk.
3. Below are the special arrangements about completion and submission of the Second Form of Proxy:

Shareholders who wish to appoint proxies to attend the Annual General Meeting or any adjournment thereof on his/her behalf and have not yet deposited the First Form of Proxy at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited (the "Branch Share Registrar"), should complete and deposit the Second Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney at the Branch Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 11:00 a.m. on Sunday, 12 June 2022, Hong Kong time). In this case, the First Form of Proxy should not be deposited at the Branch Share Registrar.

Shareholders who have already deposited the First Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney at the Branch Share Registrar should note that:

- (i) If no Second Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney is deposited at the Branch Share Registrar, the First Form of Proxy will be treated as a valid form of proxy deposited by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting, including the additional proposed resolution set out in the Supplementary Notice.
- (ii) If the Second Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney is deposited at the Branch Share Registrar not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 11:00 a.m. on Sunday, 12 June 2022, Hong Kong time), the Second Form of Proxy, whether duly completed or not, will revoke and supersede the First Form of Proxy previously deposited by the shareholder. The Second Form of Proxy will be treated as a valid form of proxy deposited by the shareholder if duly completed.
- (iii) If the Second Form of Proxy is and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney deposited at the Branch Share Registrar less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. later than 11:00 a.m. on Sunday, 12 June 2022, Hong Kong time), the Second Form of Proxy will not be treated as a valid form of proxy and will not revoke the First Form of Proxy previously deposited by the shareholder. The First Form of Proxy will be treated as a valid proxy form if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting, including the additional proposed resolution set out in the Supplementary Notice.
- (iv) Completion and return of the First Form of Proxy and Second Form of Proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.
- (v) For the health and safety of the shareholders of the Company, shareholders are strongly encouraged to appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting and return their proxy forms by the time specified above, instead of attending the Annual General Meeting in person.

As at the date of this announcement, the Board comprises of (1) Executive Directors: Mr. Lam Foo Wah, Mr. Lam Gee Yu, Will, Mr. Lam Din Yu, Well and Ms. So Siu Hang, Patricia; (2) Non-executive Director: Mr. Hung Ka Hai, Clement; and (3) Independent Non-executive Directors: Professor Yeung Kwok Wing, Mr. Leung Hok Lim and Mr. Chung Kwok Pan.

Appendix

The following are the particulars of Mr. Leung (as required by the Listing Rules) proposed for re-election at the Annual General Meeting:

INDEPENDENT NON-EXECUTIVE DIRECTOR

Leung Hok Lim (“Mr. Leung”)

Mr. LEUNG Hok Lim (“Mr. Leung”), CPA (Macau), aged 86, joined the Company in 2004. Mr. Leung is an Independent Non-executive Director, the chairman of the Audit Committee, and a member of the Remuneration Committee, Nomination Committee and Risk Management Committee of the Company. Mr. Leung is the founder and senior partner of PKF. Mr. Leung is an independent non-executive director of Phoneix Media Investment (Holdings) Limited and was an independent non-executive director of Fujian Holdings Limited, the shares of these companies are listed on the Stock Exchange. He retired as an independent non-executive director of S E A Holdings Limited, the shares of which are listed on the Stock Exchange, with effect from the conclusion of its annual general meeting held on 28 May 2021.

Save as disclosed above, Mr. Leung does not hold any other positions with the Company or other members of the Company and its subsidiaries. He does not have any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the date of the Supplementary Notice, Mr. Leung does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Leung does not have any interests or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

There is neither any service contract having executed between the Company and Mr. Leung nor any proposed length of service with the Company but he will be subject to retirement by rotation and re-election at the Company’s annual general meeting pursuant to the Bye-laws of the Company. His emoluments comprise a Director’s fee as determined by reference to his duties and responsibilities with the Company, the prevailing market condition as well as the performance of the Company’s results. For the year ended 31 December 2021, he received a Director’s fee of HK\$200,000.

Save as disclosed above, Mr. Leung has confirmed that, in connection with his re-election, there are no other matters that need to be brought to the attention of the shareholders of the Company and there is no information required to be disclosed pursuant to Rules 13.51(2)(h) to (2)(v) of the Listing Rules.