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CHINA WOOD
中木國際

CHINA WOOD INTERNATIONAL HOLDING CO., LIMITED
中木國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1822)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of China Wood International Holding Co., Limited (the “**Company**”) will be held at Rooms 3008-3009, 30/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 14 June 2024 at 3:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the circular of the Company dated 29 May 2024, with effect from the second business day immediately following the day of passing of this resolution, For the purpose of this resolution, “business day” means any day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in Hong Kong:
 - (a) every ten (10) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) share of par value of HK\$0.10 (the “**Consolidated Share**”), and such Consolidated Shares shall rank pari passu in all respects with each other and have the same rights and privileges and be subject to the same restrictions contained in the articles of association of the Company;

- (b) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the same but all fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as he/they may consider necessary or expedient to complete, implement and give effect to any and all the arrangements for the Share Consolidation set out in this resolution.”

Yours faithfully
By order of the Board
China Wood International Holding Co., Limited
Lyu NingJiang
Chairman and Executive Director

Hong Kong, 29 May 2024

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
11th Floor, Tower 2
Admiralty Centre
18 Harcourt Road, Admiralty
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead. A member who is the holder of two or more Shares in the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney in Hong Kong duly authorised, and must be deposited with the Company's branch share registrar and transfer office (the "**Branch Share Registrar**"), Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM (or any adjournment thereof).
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For the purpose of determining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 7 June 2024 to Friday, 14 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Branch Share Registrar not later than 4:30 p.m. on Thursday, 6 June 2024.

As at the date of this notice, the Board comprises Mr. Lyu NingJiang (Chairman and CEO) as executive Director; Mr. Hu YongGang as non-executive Director; and Mr. Chan Lik Shan, Mr. Zhao XianMing, and Mr. So Yin Wai as independent non-executive Directors.