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

**If you have sold or transferred** all your shares in Keen Ocean International Holding Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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**KEEN OCEAN INTERNATIONAL HOLDING LIMITED**  
**僑洋國際控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8070)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND TO  
REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
RE-APPOINTMENT OF AUDITOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Room 3702, 37/F, Cable TV Tower, No. 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Monday, 16 June 2025 at 2:30 p.m. is set out on pages 17 to 20 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting, or any adjournment thereof, should you so wish.

This circular will remain on the Stock Exchange's website at <http://www.hkexnews.hk> on the "Latest Listed Company Information" page for at least 7 days from the date of its publication and on the Company's website at <http://keenocean.com.hk>.

28 April 2025

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 2:30 p.m. on Monday, 16 June 2025 at Room 3702, 37/F, Cable TV Tower, No. 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System
“Company”	Keen Ocean International Holding Limited, a company incorporated in the Cayman Islands on 19 December 2014 as an exempted company with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 April 2025, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Memorandum and Articles”	the existing second amended and restated memorandum and articles of association of the Company adopted on 6 June 2023, as amended from time to time
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 9 of the notice of the AGM

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Share Issue Mandate”	the general mandate to exercise the powers of the Company to allot, issue and deal with Shares (including any sale and transfer of treasury shares, if any) not exceeding 20% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the Shareholders’ resolution approving the Share Issue Mandate
“Share Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the Shareholders’ resolution approving the Share Repurchase Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“treasury shares”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent.

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## LETTER FROM THE BOARD

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# KEEN OCEAN INTERNATIONAL HOLDING LIMITED

## 僑洋國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8070)

*Executive Directors:*

Mr. Chung Chi Wah  
Mr. Chung Tin Shing  
Mr. Wong Shek Fai, Johnson

*Independent Non-executive Directors:*

Mr. Lam Chon Loi  
Mr. Cheung Yee Tak, Jonathan  
Ms. Fu Jingyan

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in China:*

East of Xinggong Avenue and South of Keqi Road  
High-tech Development Zone  
Heyuan City  
Guangdong Province  
The People's Republic of China

*Principal place of business in Hong Kong:*

Room 3702, 37/F  
Cable TV Tower  
No. 9 Hoi Shing Road  
Tsuen Wan  
New Territories  
Hong Kong

28 April 2025

*To the Shareholders*

Dear Sir/Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND TO  
REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
RE-APPOINTMENT OF AUDITOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to the granting to the Directors of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of retiring Directors and the proposed re-appointment of auditor of the Company; and to seek your approval of the relevant ordinary resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### SHARE ISSUE MANDATE

On 13 June 2024, the Directors were granted a general unconditional mandate to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 200,000,000 Shares. Subject to passing of the resolution approving the Share Issue Mandate at the AGM and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to allot, issue or deal with a maximum of 40,000,000 Shares (including any sale or transfer of treasury shares) representing not more than 20% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the resolution approving the Share Issue Mandate at the AGM. The Share Issue Mandate will lapse on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles or any applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the resolution approving the Share Issue Mandate (if approved at the AGM).

Subject to the passing of the ordinary resolutions granting the Share Issue Mandate and the Share Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorise the Directors to extend the Share Issue Mandate by an amount representing the number of Shares purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Share Repurchase Mandate.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions nos. 8 and 10 respectively of the notice of the AGM.

### SHARE REPURCHASE MANDATE

On 13 June 2024, the Directors were granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 200,000,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution at the AGM, the maximum number of Shares which may be repurchased on the Stock Exchange, or on any other stock exchange on which the Shares may be listed pursuant to the Share Repurchase Mandate will be 20,000,000 Shares representing not more than 10% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing the Repurchase Resolution at the AGM. The Share Repurchase Mandate will lapse on 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 Memorandum and Articles or any applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the resolution approving the Share Repurchase Mandate (if approved at the AGM).

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## LETTER FROM THE BOARD

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An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

With effect from 11 June 2024, the GEM Listing Rules have been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to hold the repurchased shares in treasury and resell the treasury shares (the “Rule Amendments”). Following the Rule Amendments to the GEM Listing Rules, if the Company repurchases Shares pursuant to the Share Repurchase Mandate, the Company will either (i) cancel the repurchased Shares and/or (ii) hold them as treasury shares subject to, among others, market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution set out in agenda item no. 8 of the notice of the AGM and made only in accordance with the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands.

### **RE-ELECTION OF RETIRING DIRECTORS**

Mr. Chung Chi Wah and Ms. Fu Jingyan were appointed as an executive Director and independent non-executive Director of the Company by the Board, respectively, on 1 October 2024. In accordance with article 83(3) of the Memorandum and Articles, Mr. Chung Chi Wah and Ms. Fu Jingyan shall hold office until the first annual general meeting of the Company after their appointment and being eligible, offer themselves for re-election at the AGM.

The Board currently comprises six Directors, namely, Mr. Chung Chi Wah, Mr. Chung Tin Shing, Mr. Wong Shek Fai, Johnson, Mr. Lam Chon Loi, Mr. Cheung Yee Tak, Jonathan and Ms. Fu Jingyan. In accordance with the article 84(1) of the Memorandum and Articles, Mr. Chung Tin Shing and Mr. Cheung Yee Tak, Jonathan will retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

Biographical details of the above retiring Directors proposed to be re-elected at the AGM along with the nomination policy and procedure for Directors are set out in Appendix II to this circular.

### **RE-APPOINTMENT OF THE AUDITOR**

WM CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company.

### **ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages 17 to 20 of this circular. Ordinary resolutions will be proposed to the Shareholders to consider and approve the resolutions relating to the granting of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the retiring Directors and the proposed re-appointment of auditor of the Company.

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## LETTER FROM THE BOARD

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

For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 11 June 2025 to Monday, 16 June 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attendance and voting at the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. (Hong Kong time) on Tuesday, 10 June 2025. Shareholders whose names appear on the Company's register of members on Monday, 16 June 2025, will be entitled to attend and vote at the AGM.

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

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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 hands. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 66 of the Memorandum and Articles and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### **ACTION TO BE TAKEN**

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

### **RESPONSIBILITY STATEMENTS**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the granting of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the retiring Directors and the proposed re-appointment of auditor of the Company are in the best interests of the Company as well as the Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

By order of the Board  
**KEEN OCEAN INTERNATIONAL HOLDING LIMITED**  
**Chung Chi Wah**  
*Chairman*

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing the Repurchase Resolution. The Directors confirm that neither this explanatory statement nor the proposed share repurchase has any unusual features.

### **1. EXERCISE OF THE SHARE REPURCHASE MANDATE**

As at the Latest Practicable Date, there were 200,000,000 Shares in issue. Subject to the passing of the ordinary resolution set out in resolution no. 9 of the notice of the AGM in respect of the granting of the Share Repurchase Mandate and on the assumption that there is no variation to the issued Shares (excluding any Treasury Shares) during the period from the Latest Practicable Date to the date of the AGM, the Directors would be authorised under the Share Repurchase Mandate to repurchase, a maximum of 20,000,000 Shares, representing approximately 10% of the issued Shares (excluding any treasury shares) as at the date of passing the Repurchase Resolution at the AGM, during the period in which the Repurchase Mandate remains in force from the date of the AGM up to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles or applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the resolution approving the Share Repurchase Mandate.

### **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Memorandum and Articles and the laws of the Cayman Islands and the GEM Listing Rules.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles and the applicable laws and regulations of the Cayman Islands.

It may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum and Articles and all applicable laws of the Cayman Islands in force from time to time.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention, if the Share Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

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

Following a buy-back of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the buy-back, which may change due to evolving circumstances.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation) (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS; (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividends or distributions; and (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

#### **4. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Purchase 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 Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate. As at the Latest Practicable Date, Mr. Chung Chi Wah through Century Lead International Limited, a company which is wholly owned by Mr. Chung Chi Wah, was beneficially interested in 126,260,000 Shares, representing 63.13% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, the shareholding of Mr. Chung Chi Wah would be increased to approximately 70.14% of the issued share capital of the Company.

The Directors are not aware of any consequence which may arise under the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Share Repurchase Mandate.

The Directors have no intention to exercise the Share Repurchase Mandate to the extent the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may prescribed as the minimum public shareholding under the GEM Listing Rules).

## 5. SHARES PURCHASED BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

## 6. SHARE PRICES

The highest and lowest traded prices of which the Shares were traded on the Stock Exchange during the 12 calendar months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2024</b>		
April	0.300	0.189
May	0.280	0.230
June	0.265	0.238
July	0.260	0.245
August	0.455	0.180
September	0.320	0.200
October	0.400	0.260
November	0.400	0.355
December	0.380	0.355
<b>2025</b>		
January	0.600	0.375
February	0.650	0.390
March	0.530	0.405
April ( <i>up to the Latest Practicable Date</i> )	0.465	0.415

*Below are the particulars of the retiring Directors (as required by the GEM Listing Rule) proposed to be re-elected at the AGM:*

**Executive Director**

**Mr. Chung Chi Wah (鍾志華)**, aged 61, is the Chairman of the Board and an executive Director of the Company. Mr. Chung Chi Wah is primarily responsible for the strategy development of the Group. He graduated from York University in Canada with a bachelor degree in economics and the City University of Hong Kong with a master degree in financial engineering. Mr. Chung Chi Wah formally joined the Group in October 2024. Before joining the Group, Mr. Chung operated a group of companies which respectively engaged in type 1 (dealing in securities) regulated activity (by Berich Brokerage Limited) and type 2 regulated activity (dealing in futures contracts) (by Berich Futures (H.K.) Company Limited) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) during the period from 2007 to 2022 and type 9 (asset management) regulated activities (by Guo Bang (HK) Asset Management Limited) under the SFO during the period from 2018 to 2023.

As at the Latest Practicable Date, Mr. Chung Chi Wah was beneficially interested in 126,260,000 shares held by Century Lead International Limited, of which Mr. Chung is the sole shareholder and director, representing 63.13% of the issued share capital of the Company. Mr. Chung is a director of Keen Ocean Industrial Limited, KOS Technology Company Limited and T-Lab Industrial (Holdings) Limited, each a subsidiary of the Company. Save as disclosed above, Mr. Chung Chi Wah does not have interest in the Shares, underlying Shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Mr. Chung Chi Wah has entered into a service contract with the Company with an initial term of three years commencing from 1 October 2024, which may be terminated by not less than one month’s prior notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Memorandum and Articles. Pursuant to the service contract, he is entitled to a director’s fee of HK\$222,300 per annum plus a bonus as determined by the Board based on the recommendations made by the remuneration committee of the Company with reference to his job responsibility, the prevailing market rate together with bonus based on his performance.

Save as disclosed above, Mr. Chung Chi Wah has confirmed that (i) he has not held any directorship in any listed public company or had any major appointments and professional qualifications in the last three years; (ii) he does not hold any other position with the Company and other members of the Group; and (iii) he neither has any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and other members of the Group.

Save as disclosed above, Mr. Chung Chi Wah has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Executive Director**

**Mr. Chung Tin Shing** (鍾天成), aged 54, is the chief executive officer and an executive Director of the Company. Mr. Chung Tin Shing is primarily responsible for overseeing the overall operation and marketing and sales of the Group. He graduated from the Chinese University of Hong Kong with a bachelor degree in business administration (finance) in 1994. Mr. Chung Tin Shing formally joined the Group in June 2001. Before joining the Group, Mr. Chung Tin Shing was responsible for the marketing operation management in Mae Holdings Limited.

As at the Latest Practicable Date, Mr. Chung Tin Shing was beneficially interested in 14,000,000 shares, representing 7% of the issued share capital of the Company. Save as disclosed above, Mr. Chung Tin Shing does not have interest in the Shares, underlying Shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Mr. Chung Tin Shing has entered into a service contract with the Company with an initial term of three years commencing from 24 February 2016 and was renewed on 24 February 2025 for another term of three years, which may be terminated by not less than three months' notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Memorandum and Articles. Pursuant to the service contract, he is entitled to a director's fee of HK\$910,000 per annum plus a bonus as determined by the Board based on the recommendations made by the remuneration committee of the Company with reference to his job responsibility, the prevailing market rate together with bonus based on his performance.

Mr. Chung Tin Shing has confirmed that (i) he has not held any directorship in any listed public company or had any major appointments and professional qualifications in the last three years; (ii) he does not hold any other position with the Company and other members of the Group; and (iii) he neither has any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and other members of the Group.

Save as disclosed above, Mr. Chung Tin Shing has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Independent Non-executive Director**

**Mr. Cheung Yee Tak, Jonathan (張以德)**, aged 36, is an independent non-executive Director of the Company having joined the Group as an independent non-executive Director on 8 October 2019. Mr. Cheung obtained a bachelor's degree in commerce from the University of Toronto, Canada in 2011. Mr. Cheung is a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung has over 12 years of experience in the financial industry. Mr. Cheung is currently an independent non-executive director of Shenzhen Pagoda Industrial (Group) Corporation Limited (stock code: 2411) whose shares are listed on the main board of the Stock Exchange. From September 2011 to July 2015, Mr. Cheung worked at PricewaterhouseCoopers, where his last position was a senior associate. In February 2016, Mr. Cheung joined Kingsway Capital Limited, a subsidiary of Sunwah Kingsway Capital Holdings Limited (stock code: 188) whose shares are listed on the main board of the Stock Exchange, where he acted as a licensed representative of the Securities and Futures Commission for Type 1 and Type 6 regulated activities, and was subsequently promoted as a senior manager in the corporate finance department in July 2018. From July 2019 to July 2020, Mr. Cheung worked at Sinolink Securities (Hong Kong) Company Limited, a subsidiary of Sinolink Securities Co. Ltd (stock code: 600109) whose shares are listed on the Shanghai Stock Exchange, where his last position was an associate director of the corporate finance department. During his employment with Kingsway Capital Limited and Sinolink Securities (Hong Kong) Company Limited. Mr. Cheung executed a wide variety of capital markets and corporate finance transactions, including initial public offerings, mergers and acquisitions and compliance advisory.

As at the Latest Practicable Date, Mr. Cheung does not have interest in the Shares, underlying Shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Mr. Cheung has entered into a letter of appointment with the Company for an initial term of three years with effect from 8 October 2019, which may be terminated by Mr. Cheung or the Company by giving not less than one month's prior notice in writing or otherwise in accordance with the terms of the letter of appointment. Pursuant to the appointment letter, he is entitled to a director's fee of HK\$48,000 per annum, which was determined by the Board with reference to his job responsibility and prevailing market rate. Mr. Cheung is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Memorandum and Articles.

Save as disclosed above, Mr. Cheung has confirmed that (i) he has not held any directorship in any listed public company or had any major appointments and professional qualifications in the last three years; (ii) he does not hold any other position with the Company and other members of the Group; and (iii) he neither has any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and other members of the Group.

Save as disclosed above, Mr. Cheung has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Independent Non-executive Director**

**Ms. Fu Jingyan** (付靜艷), aged 46, is an independent non-executive Director having joined the Group as an independent non-executive Director on 1 October 2024.. Ms. Fu obtained a postgraduate diploma in digital strategy and business transformation from the University of Hong Kong in 2019.

Ms. Fu has over 8 years of managerial experience at listed companies in Hong Kong and the United States of America. In April 2007, Ms. Fu joined Baidu, a company listed on the main board of the Stock Exchange (stock code: 9888) and the NASDAQ stock market (stock code: BIDU). Ms. Fu began working as a front-line sales at Baidu's Shenzhen office, and was subsequently promoted to Baidu's Beijing headquarter and Baidu's Hong Kong office, where she held managerial positions such as deputy director of the direct client team (industry) and director of the channel team (sales group) within Baidu's key clients sales department.

As at the Latest Practicable Date, Ms. Fu does not have interest in the Shares, underlying Shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Ms. Fu has entered into a letter of appointment with the Company for an initial term of three years with effect from 1 October 2024, which may be terminated by Ms. Fu or the Company by giving not less than one month's prior notice in writing or otherwise in accordance with the terms of the letter of appointment. Ms. Fu is entitled to a remuneration of HK\$48,000 per annum, having considered her responsibilities and job duties, the Company's remuneration policy and the prevailing market conditions. Ms. Fu is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Memorandum and Articles.

Ms. Fu has confirmed that (i) she has not held any directorship in any listed public company or had any major appointments and professional qualifications in the last three years; (ii) she does not hold any other position with the Company and other members of the Group; and (iii) she neither has any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and other members of the Group.

Save as disclosed above, Ms. Fu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Nomination policy and procedure for Directors*****Selection Criteria***

The Nomination Committee shall consider the following factors, which are not exhaustive and the Board has discretion if it considers appropriate, in assessing the suitability of the proposed candidate regarding the appointment of directors or re-appointment of any existing Board member(s):

- (a) Reputation for integrity;

- (b) Accomplishment, experience and reputation in the business and industry;
- (c) Commitment in respect of sufficient time, interest and attention to the businesses of the Company and its subsidiaries;
- (d) Diversity in all aspects, including but not limited to gender, age, cultural/educational and professional background, skills, knowledge and experience;
- (e) Compliance with the criteria of independence, in case for the appointment of an independent non-executive director, as prescribed under Rule 5.09 of the GEM Listing Rules; and
- (f) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time as appropriate. The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Company's Memorandum and Articles and other applicable rules and regulations.

### ***Nomination Procedures***

The proposed candidates will be asked to submit the necessary personal information in a prescribed form by the Nomination Committee.

The Secretary of the Nomination Committee shall convene a meeting, and invite nominations of candidates from Board members (if any), for consideration by the Nomination Committee.

For the appointment of any proposed candidate to the Board, the Nomination Committee shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval.

For the re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.

If a shareholder wants to propose a candidate to the Board for consideration, he/she shall refer to the "Procedures for a Shareholder to Propose a Person for Election as a Director", which is available on the Company's website.

The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

In reviewing the structure of the Board, the Nomination Committee will consider the Board diversity from a number of aspects, including but not limited to cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

The Nomination Committee consider that the re-election of Mr. Chung Chi Wah and Mr. Chung Tin Shing as an executive Director and Mr. Cheung Yee Tak, Jonathan and Ms. Fu Jingyan as an independent non-executive Director will ensure continuity in management and save time and costs in searching for new financial management candidates.

In view of the above, on 25 March 2025, the Nomination Committee nominated Mr. Chung Chi Wah, Mr. Chung Tin Shing, Mr. Cheung Yee Tak, Jonathan and Ms. Fu Jingyan for the Board to recommend them to be elected by Shareholders at the AGM.

The Board considers Mr. Chung Chi Wah as the candidate for executive Director, taking into account that Mr. Chung Chi Wah has obtained a bachelor degree in economics and a master degree in financial engineering and primarily responsible for strategy development of the Group, the Board is of the view that Mr. Chung Chi Wah possesses the perspectives, skills and experience that can bring to the Board and can ensure diversity in the composition of the Board by taking into the Company's development. The Board considers Mr. Chung Tin Shing as the candidate for executive Director, taking into account that Mr. Chung Tin Shing has obtained a bachelor in business administration (finance) and primarily responsible for overseeing the overall operation and marketing and sales of the Group, the Board is of the view that Mr. Chung Tin Shing possesses the perspectives, skills and experience that can bring to the Board and can ensure diversity in the composition of the Board by ensuring proper operation and project management. The Board considers that Mr. Cheung Yee Tak, Jonathan as the candidate for independent non-executive Director. As Mr. Cheung Yee Tak, Jonathan is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and has over 12 years of experience in the financial industry, the Company is of the view that Mr. Cheung Yee Tak, Jonathan possesses the perspectives, skills and experience that can bring to the Board and can ensure diversity in the composition of the Board by taking into consideration of the Company's financial risk management and specific needs on ensuring proper control of financial risk and abiding by the relevant laws and regulations in areas of which the Company operates. Moreover, Mr. Cheung Yee Tak, Jonathan has confirmed his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Board also considers that Mr. Cheung Yee Tak, Jonathan meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of the guidelines. The Board considers that Ms. Fu Jingyan as the candidate for independent non-executive Director. As Ms. Fu Jingyan possesses a postgraduate diploma in digital strategy and business transformation and the sales management experience, the Company is of the view that Ms. Fu Jingyan possess the perspectives, skills and experience that can bring to the Board and ensure diversity in the composition of the Board by taking into consideration of the Company's sales management. Moreover, Ms. Fu Jingyan has confirmed her independence pursuant to Rule 5.09 of the GEM Listing Rules. The Board also considers that Ms. Fu Jingyan meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of the guidelines.

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## NOTICE OF ANNUAL GENERAL MEETING

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# KEEN OCEAN INTERNATIONAL HOLDING LIMITED 僑洋國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 8070)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**AGM**”) of Keen Ocean International Holding Limited (the “**Company**”) will be held at Room 3702, 37/F, Cable TV Tower, No. 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Monday, 16 June 2025 at 2:30 p.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2024 and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2024.
2. To re-elect Mr. Chung Chi Wah as an executive director of the Company (the “**Director**”).
3. To re-elect Mr. Chung Tin Shing as an executive Director.
4. To re-elect Mr. Cheung Yee Tak, Jonathan as an independent non-executive Director.
5. To re-elect Ms. Fu Jingyan as an independent non-executive Director.
6. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
7. To re-appoint WM CPA Limited as auditor of the Company for the ensuing year and to authorise the Board to fix the remuneration of auditor of the Company.

To consider as special businesses and, if thought fit, pass the following resolutions, with or without amendments, by way of ordinary resolutions of the Company:

8. “**THAT:**
  - (a) Subject to paragraph (c) of this Resolution, and compliance with the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) (including any sale or transfer of treasury shares) and to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;
- (c) the aggregate of the total nominal value of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution (otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares; (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares; (iv) any scrip dividend schemes or similar arrangements 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; or (v) a specific authority granted by the shareholders of the Company (the “**Shareholders**”) in general meeting shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company (excluding treasury shares, if any) in issue as at the date of passing 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 articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing this Resolution; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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9. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate of the total nominal value of Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate of the total nominal value of the share capital of the Company (excluding treasury shares, if any) in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes 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 articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the Resolution.”

10. **“THAT** subject to the passing of ordinary resolutions nos. 8 and 9 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 8 above be and is hereby extended by the addition to the aggregate of the total nominal value of the share capital of the Company which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate of the total nominal value of the Shares repurchased by the Company pursuant to ordinary resolution no. 9 above, provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the share capital of the Company (excluding treasury shares, if any) as at the date of passing this Resolution.”

By Order of the Board  
**Keen Ocean International Holding Limited**  
**Chung Chi Wah**  
*Chairman*

Hong Kong, 28 April 2025

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

Room 3702, 37/F  
Cable TV Tower  
No. 9 Hoi Shing Road  
Tsuen Wan  
New Territories  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more Shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Wednesday, 11 June 2025 to Monday, 16 June 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attendance and voting at the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Tuesday, 10 June 2025. Shareholders whose names appear on the Company's register of members on Monday, 16 June 2025, will be entitled to attend and vote at the AGM.
5. With regard to resolution nos. 2 to 5 set out in this notice, biographical details of the retiring Directors are set out in Appendix II to the circular of the Company dated 28 April 2025.
6. In connection with the proposed share repurchase mandate under ordinary resolution no. 9, an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 28 April 2025.
7. As at the date of this notice, the Board comprises of Mr. Chung Chi Wah, Mr. Chung Tin Shing and Mr. Wong Shek Fai, Johnson as executive Directors; and Mr. Lam Chon Loi, Mr. Cheung Yee Tak, Jonathan and Ms. Fu Jingyan as independent non-executive Directors.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme condition caused by super typhoon is in effect in Hong Kong any time after 11:30 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website at <http://keenocan.com.hk> and the Stock Exchange's website at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the adjourned meeting.