
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in KOS International Holdings Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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KOS International Holdings Limited

高奧士國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8042)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Suite 610, 6th Floor, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 10 May 2019 at 11:30 a.m. is set out on pages 18 to 22 of this circular. A proxy form for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular will remain on the website of the GEM of The Stock Exchange of Hong Kong Limited at <http://www.hkgem.com> on the “Latest Listed Company Information” page for at least seven days from the date of its publication and on the website of the Company at <http://www.kos-intl.com>.

Hong Kong, 29 March 2019

CHARACTERISTICS OF GEM

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Characteristics of GEM	i
Definitions	1
Letter from the Board	
Introduction	3
Issue Mandate	4
Repurchase Mandate	4
Extention Mandate	4
Re-election of Directors	5
AGM	6
Closure of Register of Members	6
Responsibility statement	6
Recommendation	7
General	7
Miscellaneous	7
Appendix I – Explanatory statement for the Repurchase Mandate	8
Appendix II – Particulars of Directors for re-election	12
Notice of AGM	18

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Suite 610, 6th Floor, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 10 May 2019 at 11:30 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, and the “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	KOS International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be extended by the addition thereto the total number of Shares repurchased under the Repurchase Mandate
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders
“Latest Practicable Date”	25 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Repurchase Mandate”	a repurchase mandate proposed to be granted to the Directors at the AGM to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchase as approved by the Securities and Futures Commission of Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



KOS International Holdings Limited

高奧士國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8042)

Executive Directors:

Mr. Chan Ka Kin Kevin (*Chairman*)

Mr. Chan Ka On Eddie

Mr. Chan Ka Shing Jackson

Independent non-executive Directors:

Mr. Tong Kam Piu

Mr. Poon Kai Kin

Mr. Wang Ho Pang

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:*

Suite 610, 6th Floor

Ocean Centre, 5 Canton Road

Tsim Sha Tsui, Kowloon

Hong Kong

29 March 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate (collectively the “**Mandates**”), the re-election of relevant Directors and to seek your approval of the resolutions to these matters at the AGM. The

LETTER FROM THE BOARD

corresponding Mandates as resolved by the then shareholders of the Company on 13 September 2018, details of which have been set out in the prospectus of the Company dated 28 September 2018, will expire at the AGM.

ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with new Shares with an aggregate number of not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, a total of 800,000,000 Shares were in issue. Subject to the passing of the resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 160,000,000 Shares.

REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares on the Stock Exchange with an aggregate amount of not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION MANDATE

In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

The Repurchase Mandate and the Issue Mandate (including the Extension Mandate), if granted at the AGM would expire at 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 any applicable laws or the Articles of Association to be held; or (iii) when varied or revoked by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

RE-ELECTION OF DIRECTORS

According to Article 83(3), 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 appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

According to Article 84(1), at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not 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.

As such, Mr. Chan Ka Kin Kevin, Mr. Chan Ka On Eddie, Mr. Chan Ka Shing Jackson, Mr. Tong Kam Piu, Mr. Poon Kai Kin and Mr. Wang Ho Pang will retire and, being eligible, offer themselves for re-election.

The nomination committee of the Company, having reviewed the Board's composition, nominated all the retiring Directors to the Board for it to recommend to Shareholders for re-election at the AGM. Mr. Tong Kam Piu, Mr. Poon Kai Kin and Mr. Wang Ho Pang who is a member of the nomination committee of the Company abstained from voting at the committee meeting when his own nomination was being considered.

By taking into account the nomination policy of the Company, the nomination committee of the Company considered each of the retiring Directors was suitable candidate as executive Director/independent non-executive Director (as the case may be) based on his background, experience, contribution to the Board and commitment to his role. In addition, the Board also considered that each of the retiring Directors' educational background and work experience can bring contributions to the Board's diversity. The Board considers that the re-election of the retiring Directors as executive Director/independent non-executive Director (as the case may be) is in the interest of the Company and Shareholders as a whole. Each of the retiring Directors abstained from the discussion and voting at the Board meeting regarding his respective nomination.

Particulars of each of the retiring Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Suite 610, 6th Floor, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 10 May 2019 at 11:30 a.m. is set out on pages 18 to 22 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the Issue Mandate (including the Extension Mandate) and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. 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 deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, 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 form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the poll results of the AGM.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Tuesday, 7 May 2019 to Friday, 10 May 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 6 May 2019.

RESPONSIBILITY STATEMENT

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate (including the Extension Mandate) and the Repurchase Mandate; and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

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

MISCELLANEOUS

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

Yours faithfully
For and on behalf of the Board of
KOS International Holdings Limited
Chan Ka Kin Kevin
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This Appendix I serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. THE GEM LISTING RULES

The GEM Listing Rules permit a company with a primary listing on the Stock Exchange to repurchase its shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARES CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 800,000,000 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased following the Latest Practicable Date and up to the date of the AGM, exercise in full of the Repurchase Mandate could accordingly result in up to 80,000,000 Shares (representing 10% of the total number of Shares in issue as at the date of passing of the resolution) being repurchased by the Company during the period from the passing of the Repurchase Mandate at the AGM up to (i) the conclusion of the next annual general meeting of the Company, (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held, or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying the Repurchase Mandate, whichever occurs first.

3. REASONS FOR THE REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Law and the GEM Listing Rules. The Company will not repurchase its Shares listed on GEM 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.

5. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

6. DISCLOSURE OF INTERESTS

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

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

8. THE TAKEOVERS CODE

If as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, the controlling shareholders (as defined in the GEM Listing Rules) of the Company, namely Mr. Chan Ka Kin Kevin, Mr. Chan Ka On Eddie, Mr. Chan Ka Shing Jackson and Mr. Chow Ka Wai Raymond (the "**Controlling Shareholders**") together, control the exercise of 75% voting rights in the general meeting of the Company.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate and assuming there is no change in the issued Shares and the present shareholding of the Controlling Shareholders prior to the repurchase of Shares, the indirect shareholding of the Controlling Shareholders would be increased to approximately 83.3% of the issued Shares. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

9. SHARES REPURCHASES MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the period from 12 October 2018 to the Latest Practicable Date.

10. CONNECTED PERSON

No connected persons (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

11. SHARE PRICES

The Shares have been trading on the GEM since 12 October 2018 and the highest and lowest prices at which the Shares were traded on GEM during each of the following months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
October (since 12 October 2018)	0.370	0.201
November	0.360	0.255
December	0.315	0.248
2019		
January	0.360	0.265
February	0.310	0.280
March (up to and including the Latest Practicable Date)	0.360	0.270

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) MR. CHAN KA KIN KEVIN (“MR. KEVIN CHAN”)

Mr. Kevin Chan, aged 41, is an executive Director and the chairman of the Company. He was appointed as the Director on 19 December 2017 and was re-designated as the executive Director on 31 January 2018. Mr. Kevin Chan is responsible for the overall strategic planning and business development of the Group. Mr. Kevin Chan is also a director of all subsidiaries of the Group.

Mr. Kevin Chan is the elder brother of Mr. Chan Ka On Eddie and Mr. Chan Ka Shing Jackson, both are executive Directors.

Mr. Kevin Chan has approximately nine years of experience in the human resources services industry. Mr. Kevin Chan has been an independent director of KLW Holdings Limited (stock code: 504.SI), a company listed on the Catalist Board of The Singapore Exchange Securities Trading Limited since September 2016.

Mr. Kevin Chan has entered into a service agreement with the Company for an initial term of three years commencing from 12 October 2018 and continuing thereafter until terminated by either party by giving not less than three months’ notice in writing to the other. According to the service contract, Mr. Kevin Chan is entitled to annual remuneration of HK\$528,000 per calendar year, which was determined with reference to his experience and qualification.

Save as disclosed, Mr. Kevin Chan did not hold any directorship in other public companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

(2) MR. CHAN KA ON EDDIE (“MR. EDDIE CHAN”)

Mr. Eddie Chan, aged 36, is an executive Director. He was appointed as the Director on 19 December 2017 and was re-designated as the executive Director on 31 January 2018. Mr. Eddie Chan is responsible for overseeing the day-to-day management and operation of the Group. Mr. Eddie Chan is also a director of all subsidiaries of the Group.

Mr. Eddie Chan is the younger brother of Mr. Kevin Chan (the chairman of the Company) and the elder brother of Mr. Chan Ka Shing Jackson (an executive Director).

Mr. Eddie Chan has over 15 years of experience in the human resources services industry. Prior to founding the Group, Mr. Eddie Chan worked at Wing Hang Credit Limited from January 2003 to August 2004 as customer service representative. In August 2004, Mr. Eddie Chan worked as business development executive in Jobs DB Hong Kong Limited, and was promoted in March 2006 to senior business development executive. From December 2006 to June 2008, he was business development manager in Monster.com Asia Pacific Limited. From June 2008 to December 2008, he worked at Robert Walters (Hong Kong) Limited and his last position was consultant of its commerce accounting division.

Mr. Eddie Chan has entered into a service agreement with the Company for an initial term of three years commencing from 12 October 2018 and continuing thereafter until terminated by either party by giving not less than three months' notice in writing to the other. According to the service contract, Mr. Eddie Chan is entitled to annual remuneration of HK\$528,000 per calendar year, which was determined with reference to his experience and qualification.

Mr. Eddie Chan did not hold any directorship in other public companies in the last three years. Save as disclosed, Mr. Eddie Chan does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

(3) MR. CHAN KA SHING JACKSON (“MR. JACKSON CHAN”)

Mr. Jackson Chan, aged 36, is an executive Director. He was appointed as the Director on 19 December 2017 and was re-designated as the executive Director on 31 January 2018. Mr. Jackson Chan is responsible for overseeing marketing and execution of strategic and operational planning of the Group. Mr. Jackson Chan is also a director of all subsidiaries of the Group.

Mr. Jackson Chan is the younger brother of Mr. Kevin Chan (the chairman of the Company) and Mr. Eddie Chan (an executive Director).

Mr. Jackson Chan has over 16 years of experience in the human resources services industry. Prior to joining the Group, Mr. Jackson Chan worked at Wing Hang Credit Limited from June 2002 to July 2004 and his last position was senior clerk in the special products department. In July 2004, Mr. Jackson Chan worked as business

development executive in Jobs DB Hong Kong Limited, and was promoted in February 2006 to senior business development executive. In April 2006, he was business development manager in Monster.com Asia Pacific Limited and in March 2008 he was senior business development manager at Cliftons. From August 2008 to March 2009, he worked at Michael Page International (Hong Kong) Limited as recruitment consultant. Mr. Jackson Chan obtained a professional diploma in marketing jointly awarded by The Chinese University of Hong Kong and Hong Kong Institute of Marketing in October 2005.

Mr. Jackson Chan has entered into a service agreement with the Company for an initial term of three years commencing from 12 October 2018 and continuing thereafter until terminated by either party by giving not less than three months' notice in writing to the other. According to the service contract, Mr. Jackson Chan is entitled to annual remuneration of HK\$528,000 per calendar year, which was determined with reference to his experience and qualification.

Mr. Jackson Chan did not hold any directorship in other public companies in the last three years. Save as disclosed, Mr. Jackson Chan does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, KJE Limited and Caiden Holdings Limited held 450,000,000 Shares and 150,000,000 Shares representing 56.25% and 18.75% of the Company's issued share capital respectively. KJE Limited was owned as to approximately 33.33% by Mr. Kevin Chan, 33.33% by Mr. Eddie Chan and 33.33% by Mr. Jackson Chan, while Caiden Holdings Limited is wholly owned by Mr. Chow Ka Wai Raymond. On 18 January 2018, Mr. Kevin Chan, Mr. Eddie Chan, Mr. Jackson Chan and Mr. Chow Ka Wai Raymond executed a deed of concert parties arrangement, and they have been and will be acting in concert pursuant to the deed. Accordingly, each of Mr. Kevin Chan, Mr. Eddie Chan and Mr. Jackson Chan is deemed to be interested in all the Shares held by KJE Limited and Caiden Holdings Limited by virtue of the SFO.

(4) MR. TONG KAM PIU ("MR. TONG")

Mr. Tong, aged 66, is an independent non-executive Director and joined the Board on 13 September 2018. He is the chairman of remuneration committee of the Company and a member of audit committee and nomination committee of the Company.

Mr. Tong has over 26 years of experience in the human resources services industry. Prior to joining the Group, from April 2000 to June 2017, Mr. Tong had been working at Hutchison Ports Management Limited and his last position was group human resources director. From January 1979 to October 1982, Mr. Tong had been working at Sun Hung Kai Securities Limited (currently known as Everbright Sun Hung Kai Securities Company Limited), and he was first employed as personnel officer and was then promoted to the position of assistant personnel manager in January 1982, and after the reorganisation of the personnel department as a result of the set-up of Sun Hung Kai Bank Limited, Mr. Tong had been acting as personnel manager for Sun Hung Kai Securities Limited. From October 1982 to September 1985, he was an executive selection consultant at the management consultancy firm of Peat Marwick Mitchell & Co. (currently known as KPMG).

Mr. Tong graduated from University of Manchester with a degree of bachelor of science in July 1975. He was later awarded a council's diploma in management studies from the Council for National Academic Awards in November 1978, and a certificate in personnel management from University of Hong Kong in June 1980.

Mr. Tong has entered into an appointment letter with the Company for an initial term of three years commencing from 12 October 2018. According to the appointment letter, Mr. Tong is entitled to annual remuneration of HK\$120,000 per calendar year, which was determined with reference to his experience and qualification.

Saved as disclosed above, Mr. Tong did not hold any directorship in other public companies in the last three years or any other position with the Company or any of its subsidiaries. Mr. Tong does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Tong does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

(5) MR. POON KAI KIN (“MR. POON”)

Mr. Poon, aged 56, is an independent non-executive Director and joined the Board on 13 September 2018. He is the chairman of audit committee of the Company and a member of remuneration committee and nomination committee of the Company.

Mr. Poon has approximately 20 years of experience in the human resources services and finance industries. Prior to joining the Group, he worked at Ernst & Whinney (currently known as Ernst & Young) from October 1987 to August 1992 and his last position was deputy manager. Mr. Poon was co-founder and director of Jobs DB Hong Kong Limited from June 1998 to June 2006. Mr. Poon is a member of Hong Kong Institute of Certified Public Accountants and has been a member of Australia Society of Accountants (currently known as CPA Australia) since February 1987.

Mr. Poon graduated from University of New England with a degree of bachelor of financial administration in April 1986 and later obtained a degree of master of commerce awarded by University of New South Wales in October 1987.

Mr. Poon has entered into an appointment letter with the Company for an initial term of three years commencing from 12 October 2018. According to the appointment letter, Mr. Poon is entitled to annual remuneration of HK\$120,000 per calendar year, which was determined with reference to his experience and qualification.

Saved as disclosed above, Mr. Poon did not hold any directorship in other public companies in the last three years or any other position with the Company or any of its subsidiaries. Mr. Poon does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Poon does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

(6) MR. WANG HO PANG (“MR. WANG”)

Mr. Wang, aged 46, is an independent non-executive Director and joined the Board on 13 September 2018. He is the chairman of nomination committee of the Company and a member of audit committee and remuneration committee of the Company.

Mr. Wang has over 17 years of experience in the legal services industry. Prior to joining the Group, Mr. Wang was an associate in Deacons from July 2001 to December 2004. From January 2005 to September 2007, Mr. Wang worked at Federal Insurance Company and his last position was regional director and officer and casualty claims specialist. From September 2007 to January 2012, Mr. Wang was third party claims manager in Liberty International Underwriters. From April 2014 to January 2017, Mr. Wang worked at Aon Hong Kong Limited and his last position was claims director. Since February 2018, Mr. Wang has been a chief executive

officer of Maxima Strategy Company Limited, a private company which provides art consultancy and entertainment services.

Mr. Wang graduated from University of Hong Kong with a degree of bachelor of laws in November 1995 and obtained a postgraduate certificate in laws from University of Hong Kong in June 1996. Mr. Wang obtained a degree of master of laws awarded by The London School of Economics and Political Science of the University of London in November 1997. Mr. Wang was admitted as a solicitor in Hong Kong in December 1999 and a solicitor in England and Wales in March 2000.

Mr. Wang has entered into an appointment letter with the Company for an initial term of three years commencing from 12 October 2018. According to the appointment letter, Mr. Wang is entitled to annual remuneration of HK\$120,000 per calendar year, which was determined with reference to his experience and qualification.

Saved as disclosed above, Mr. Wang did not hold any directorship in other public companies in the last three years or any other position with the Company or any of its subsidiaries. Mr. Wang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Wang does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to Mr. Kevin Chan, Mr. Eddie Chan, Mr. Jackson Chan, Mr. Tong, Mr. Poon and Mr. Wang that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF AGM



KOS International Holdings Limited

高奧士國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8042)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of KOS International Holdings Limited (the “**Company**”) will be held at Suite 610, 6th Floor, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 10 May 2019 at 11:30 a.m., for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2018;
2.
 - (a) to re-elect Mr. Chan Ka Kin Kevin as executive Director;
 - (b) to re-elect Mr. Chan Ka On Eddie as executive Director;
 - (c) to re-elect Mr. Chan Ka Shing Jackson as executive Director;
 - (d) to re-elect Mr. Tong Kam Piu as independent non-executive Director;
 - (e) to re-elect Mr. Poon Kai Kin as independent non-executive Director;
 - (f) to re-elect Mr. Wang Ho Pang as independent non-executive Director;
 - (g) to authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of Directors to fix its remuneration;
4. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

NOTICE OF AGM

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.01 each in the capital of the Company (the “**Shares**” and each a “**Share**”) and to make or grant offers, agreements and options, , which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend 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 in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the total number of Shares in issue as at the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue as at the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

(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 next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10 per cent. of the total number of the Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (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 next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby approved to be extended by adding to the total number of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the total number of the Shares purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

By order of the Board
KOS International Holdings Limited
Chan Ka Kin Kevin
Chairman and Executive Director

Hong Kong, 29 March 2019

NOTICE OF AGM

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Suite 610, 6th Floor
Ocean Centre, 5 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the complete form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof.
3. The transfer books and register of members of the Company will be closed from Tuesday, 7 May 2019 to Friday, 10 May 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 6 May 2019.
4. In relation to the proposed resolution no. 2 above, details of the retiring Directors standing for re-election are set out in Appendix II to this circular.
5. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the website of Company at www.kos-intl.com and on the GEM website of the Stock Exchange at www.hkgem.com to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations