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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 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 form of proxy 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 CHANGE OF COMPANY NAME;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary 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 Thursday, 12 February 2026 at 11:00 a.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular.

Whether or not you are able to attend the extraordinary 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 Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the extraordinary 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 extraordinary general meeting or any adjournment thereof should you so wish.

*This circular will remain on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) 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, 26 January 2026

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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 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:*

|                                   |  |
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| “Articles of Association”         | the second amended and restated articles of association of the Company, and the “Article” shall mean an article of the Articles of Association   |
| “Board”                           | the board of Directors   |
| “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   |
| “EGM”                             | the extraordinary general meeting of the Company to be convened and held at 11:00 a.m. on Thursday, 12 February 2026 at Suite 610, 6th Floor, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of considering the necessary resolutions to approve the Proposed Change of Company Name |
| “GEM”                             | GEM operated by the Stock Exchange   |
| “GEM Listing Rules”               | the Rules Governing the Listing of Securities on GEM   |
| “General 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                   |
| “Group”                           | the Company and all of its subsidiaries  |
| “Hong Kong”                       | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Proposed Change of Company Name” | the proposed change of the name of the Company from “KOS International Holdings Limited” to “KOS International Talent Group Limited” and changing the dual foreign name in Chinese of the Company from “高奧士國際控股有限公司” to “高奧士國際人才集團有限公司”  |

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## DEFINITIONS

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| “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                                |
| “HK\$”           | Hong Kong dollars, the lawful currency of Hong Kong                    |
| “%”              | per cent.  |

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Chan Ka Kin Kevin (*Chairman*)

Mr. Chan Ka On Eddie

Mr. Chan Ka Shing Jackson

Ms. Yeung Shek Shek Louisa

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent non-executive Directors:*

Mr. Poon Kai Kin

Dr. Lau Kin Shing Charles

Mr. Cheung Wang Kei Wayne

*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

26 January 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;**

**AND**

**(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 20 January 2026 in relation to the Proposed Change of Company Name. The purpose of this circular is to (i) provide you with information in relation to the Proposed Change of Company Name; and (ii) give you a notice of convening the EGM.

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

The Board of the Company proposes to change the English name of the Company from “KOS International Holdings Limited” to “KOS International Talent Group Limited” and to change the dual foreign name in Chinese of the Company from “高奧士國際控股有限公司” to “高奧士國際人才集團有限公司”.

### Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (1) the passing of a supermajority resolution by the shareholders of the Company (the “Shareholders”) (i.e. a resolution passed by a majority of not less than three-fourths) at an extraordinary general meeting (the “EGM”) of the Company; and
- (2) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect on the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the principal business of the Company which will benefit the Company’s future business development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders or the Company’s daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. As soon as the Proposed Change of Company Name has become effective, any new issue of share certificates will be issued in the new name of the Company and the Shares will be traded on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) under the new name. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

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## LETTER FROM THE BOARD

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Subject to the confirmation by the Stock Exchange, the English stock short name of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

### **EGM**

The EGM will be convened and held for the Shareholders for the purpose of considering and, if thought fit, passing the necessary resolution(s) to approve the Proposed Change of Company Name and the transactions contemplated thereunder.

A notice convening the EGM is set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders of the Company from attending and voting in person at the EGM, or any adjournment thereof, should you so wish.

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

There is no Shareholder who has any material interest in any of the resolutions to be proposed at the EGM, and therefore none of the Shareholders is required to abstain from voting on such resolutions. Separately, holders of treasury shares (if any) shall abstain from voting on matters that require Shareholders' approval at the EGM. Pursuant to Rule 17.47(4) of the GEM Listing Rules, any votes of the shareholders at a general meeting must be taken by poll save that resolutions on purely procedural or administrative matters may be voted on by a show of hands if allowed to do so as decided by the chairman of the meeting acting in good faith. Therefore, pursuant to Article 66(1) of the Articles of Association, the chairman of the EGM will demand that voting on all resolutions put forward at the EGM shall be taken by way of poll. The Company will appoint scrutineers to handle vote-taking procedures at the EGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 17.47(5) of the GEM Listing Rules.

### **RECOMMENDATION**

The Board believes that the Proposed Change of Company Name is in the best interests of the Company and Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the supermajority resolution as set out in the notice of EGM.

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## LETTER FROM THE BOARD

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### 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.

### 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*

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## NOTICE OF EGM

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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)**

**NOTICE IS HEREBY GIVEN** that the extraordinary 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 Thursday, 12 February 2026 at 11:00 a.m., for the following purposes:

#### **SUPERMAJORITY RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands (the “**Registrar**”), the English name of the Company be changed from “KOS International Holdings Limited” to “KOS International Talent Group Limited” and the Chinese name “高奧士國際人才集團有限公司” be adopted and registered as the dual foreign name of the Company in place of its existing Chinese name “高奧士國際控股有限公司” (the “**Change of Company Name**”) with effect from the date of the certificate of incorporation on change of name issued by the Registrar, and that any one executive directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 26 January 2026

*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

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## NOTICE OF EGM

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*Notes:*

1. A member entitled to attend and vote at the extraordinary 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 extraordinary 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the extraordinary general meeting or any adjournment thereof.
3. The transfer books and register of members of the Company will be closed from Monday, 9 February 2026 to Thursday, 12 February 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 6 February 2026. The record date for attendance and voting at the EGM is Monday, 9 February 2026.
4. 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 <http://www.kos-intl.com> and on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) 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.