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

If you have sold or transferred all your shares in **Miko International Holdings Limited**, you should at once hand this circular together with the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Miko International Holdings Limited**

**米格國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1247)**

- (1) PROPOSED DECLARATION OF SPECIAL DIVIDEND**  
**(2) PROPOSED GRANT OF THE SHARE BUY-BACK MANDATE  
AND THE ISSUE MANDATE**  
**(3) RE-ELECTION OF RETIRING DIRECTORS  
AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Miko International Holdings Limited to be held at Taishan Room, Level 5, Island Shangri-la, Supreme Court Road, Central, Hong Kong on 23 May 2014 at 4:00 p.m. is set out on pages 17 to 21 of this circular. Resolutions will be proposed at the AGM to consider and, if thought fit, to approve, among other matters, the declaration of a special dividend, the grant of the Share Buy-back Mandate and Issue Mandate and the re-election of retiring Directors.

A proxy form is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed on such form to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment of such meeting. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM in person or any adjourned meeting, as the case may be, should you so desire.

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## DEFINITIONS

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

“2013 Annual Report”	the annual report of the Company for the financial year ended 31 December 2013
“AGM”	the annual general meeting of the Company to be convened and held at at Taishan Room, Level 5, Island Shangri-la, Supreme Court Road, Central, Hong Kong on 23 May 2014 at 4:00 p.m. or any adjournment, the notice of which is set out on pages 17 to 21 of this circular
“AGM Notice”	a notice dated 22 April 2014 convening the AGM as set out on page 17 to 21 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Miko International Holdings Limited (米格國際控股有限公司), an exempted company incorporated with limited liability under the laws of the Cayman Islands on 15 March 2013 and the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited (Stock Code: 1247)
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules and unless the context requires otherwise, refers to Think Wise Holdings Investment Limited and its beneficial shareholder, Mr. Ding Peiji, an executive Director
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue and deal with new Shares during the period as set out in Ordinary Resolution 9 of the AGM Notice of not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution approving the same
“Latest Practicable Date”	14 April 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	15 January 2014, the date on which dealings in the Shares on the Stock Exchange commenced
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum”	the memorandum of association of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme approved and adopted by the Company pursuant to a resolution passed by the Shareholders on 27 December 2013 as disclosed in the Prospectus
“Prospectus”	the prospectus of the Company dated 31 December 2013
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to buy back the fully paid up Shares during the period as set out in Ordinary Resolution 8 of the AGM Notice of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of that resolution
“Shareholder(s)”	the holder(s) of the Share(s)

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## DEFINITIONS

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“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 27 December 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers in Hong Kong
“%”	per cent



**Miko International Holdings Limited**  
**米格國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1247)**

*Executive Directors:*

Mr. Ding Peiji (*Chairman*)  
Mr. Ding Peiyuan  
Ms. Ding Lizhen  
Mr. Gu Jishi

*Registered office:*

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

*Independent Non-executive Directors:*

Mr. Leung Wai Yip  
Mr. Mei Wenjue  
Mr. Zhu Wenxin

*Headquarters and place of business*

*in the PRC:*

No. 168, Chong Rong Street  
Economic Technology Development Zone  
Quanzhou City  
Fujian Province 362005  
PRC

*Principal place of business in Hong Kong:*

Room 1601, Ho King Commercial Centre  
2-16 Fa Yuen Street  
Mong Kok  
Kowloon  
Hong Kong

22 April 2014

Dear Shareholders,

- (1) PROPOSED DECLARATION OF SPECIAL DIVIDEND**  
**(2) PROPOSED GRANT OF THE SHARE BUY-BACK MANDATE**  
**AND THE ISSUE MANDATE**  
**(3) RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, resolutions will be proposed for the Shareholders to approve, among other matters, (i) the declaration of a special dividend for the year ended 31 December 2013; (ii) the grant of the Share Buy-back Mandate to the Directors; (iii) the grant of the Issue Mandate to the Directors and the extension of the Issue Mandate as set out in the AGM Notice; and (iv) the re-election of retiring Directors, Mr. Ding Peiji, Mr. Gu Jishi and Mr. Leung Wai Yip.

### DECLARATION OF SPECIAL DIVIDEND

According to the announcement of the Company dated 25 March 2014, the Board recommended the payment of a special dividend of HK5 cents (equivalents to approximately RMB4 cents) per Share for the year ended 31 December 2013 (the “Special Dividend”).

Subject to approval by the Shareholders at the AGM, the Special Dividend will be paid on or before 10 June 2014 to the Shareholders whose names appear on the register of members of the Company on Thursday, 29 May 2014. The register of members will be closed from Friday, 30 May 2014 to Tuesday, 3 June 2014 (both days inclusive) for the purpose of determining shareholders who qualify for the proposed Special Dividend. In order to qualify for the proposed Special Dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 29 May 2014.

### SHARE BUY-BACK MANDATE

Pursuant to the written resolutions of the Shareholders passed on 27 December 2013 as disclosed in the Prospectus, a general mandate was granted to the Directors to exercise the powers of the Company to buy back Shares. Such mandate will lapse at the conclusion of the AGM. Ordinary Resolution 8 will be proposed at the AGM to grant the Share Buy-back Mandate to the Directors. As at the Latest Practicable Date, the Company has an issued share capital of HK\$8,240,000 divided into 824,000,000 Shares with par value of HK\$0.01 each. Subject to the passing of Ordinary Resolution 8 approving the Share Buy-back Mandate and on the basis that no Shares to be issued upon exercise of the options granted under the Pre-IPO Share Option Scheme or options which may be granted under the Share Option Scheme, and no further Shares will be allotted, issued or bought back by the Company prior to the AGM, exercise of the Share Buy-back Mandate in full would result in up to a maximum of 82,400,000 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$824,000, being bought back by the Company. An explanatory statement as required under the Listing Rules to provide the requisite information of the Share Buy-back Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate in order to provide flexibility and discretion to the Directors to exercise the power of the Company to issue new Shares. As at the Latest Practicable Date, the Company has an issued share capital of HK\$8,240,000 divided into 824,000,000 Shares with par value of HK\$0.01 each. Subject to the passing of Ordinary Resolution 9 approving the Issue Mandate and on the basis that no Shares to be issued upon exercise of the options granted under the Pre-IPO Share Option Scheme or options which may be granted under the Share Option Scheme, and no further Shares will be allotted, issued or bought back by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 164,800,000 Shares, representing 20% of the total number of Shares in issue and a share capital of HK\$1,648,000, being issued by the Company. The Issue Mandate will lapse on the earlier of (i) the conclusion of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or (iii) the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, Ordinary Resolution 10 will also be proposed to extend the Issue Mandate by adding to it the number of such Shares bought back under the Share Buy-back Mandate.

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. Ding Peiji, Mr. Ding Peiyuan, Ms. Ding Lizhen and Mr. Gu Jishi, and the independent non-executive Directors were Mr. Leung Wai Yip, Mr. Mei Wenjue and Mr. Zhu Wenxin.

Pursuant to Article 84(1) of the Articles, Mr. Ding Peiji, Mr. Gu Jishi and Mr. Leung Wai Yip shall retire from office. Mr. Ding Peiji, Mr. Gu Jishi and Mr. Leung Wai Yip, being eligible for re-election, will offer themselves for re-election at the AGM.

Particulars of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### AGM

A notice convening the AGM to be held at Taishan Room, Level 5, Island Shangri-la, Supreme Court Road, Central, Hong Kong on 23 May 2014 at 4:00 p.m., is set out on pages 17 to 21 of this circular.

### ACTIONS TO BE TAKEN

A proxy form for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed on such form and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting.



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## LETTER FROM THE BOARD

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Such proxy form for use at the AGM is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.redkids.com](http://www.redkids.com). Completion and return of the proxy form will not preclude you from attending and voting at the AGM in person or any adjourned meeting, as the case may be, should you so desire.

### VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the 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 by a show of hands. Pursuant to article 66 of the Articles, all resolutions put to the vote at the AGM will be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

At the AGM, resolutions will be proposed for the Shareholders to approve, among other matters, (i) the declaration of the Special Dividend; (ii) the grant of the Share Buy-back Mandate to the Directors; (iii) the grant of the Issue Mandate to the Directors and the extension of the Issue Mandate as set out in the AGM Notice; and (iv) the re-election of retiring Directors, Mr. Ding Peiji, Mr. Gu Jishi and Mr. Leung Wai Yip.

The Directors consider that the abovementioned resolutions are in the interests of the Company and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of the corresponding resolutions to be proposed at the AGM respectively.

### GENERAL

In case of any discrepancies between the Chinese and English versions of this circular, the English version shall prevail.

Yours faithfully,  
For and on behalf of  
**Miko International Holdings Limited**  
**Ding Peiji**  
*Chairman*

*This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the Share Buy-back Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 824,000,000 Shares in issue or an issued share capital of HK\$8,240,000. As at the Latest Practicable Date, there was outstanding share options granted under the Pre-IPO Share Option Scheme entitling the holder of such options to subscribe for an aggregate of 7,000,000 Shares, and there was no options granted under the Share Option Scheme.

Subject to the passing of the proposed Ordinary Resolution 8 approving the Share Buy-back Mandate and on the basis that no Shares to be issued upon exercise of the options granted under the Pre-IPO Share Option Scheme or options which may be granted under the Share Option Scheme, and no further Shares will be allotted, issued or bought back by the Company prior to the AGM, the exercise of the Share Buy-back Mandate in full would result in up to a maximum of 82,400,000 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$824,000 being bought back by the Company. The Share Buy-back Mandate will lapse during the period ending on the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the date by which the next annual general meeting of the Company is required to be held by law or the Articles; or
- (iii) the date upon which the Share Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

## **REASONS FOR SHARE BUY-BACK**

Although the Directors have no present intention of exercising the Share Buy-back Mandate, they believe that the flexibility afforded by the Share Buy-back Mandate would be beneficial to the Company and the Shareholders as a whole. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to buy back the Shares will be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares bought back by the Company from time to time and thereby resulting in an increase in net assets and/or earnings per share of the Company. Such Share Buy-back will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

## **FUNDING OF SHARE BUY-BACK**

The Directors propose that the buy back of Shares under the Share Buy-back Mandate would be financed from internal resources of the Company.

In buying back the Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum, the Articles and the applicable laws of the Cayman Islands. Under the laws of the Cayman Islands, shares buy-back by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of the profits or share premium account of the Company, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of the capital of the Company.

The exercise of the Share Buy-back Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company, as compared with the position disclosed in the latest published audited consolidated financial statements of the Group contained in the 2013 Annual Report.

The Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company, as compared with the position disclosed in the latest published audited consolidated financial statements of the Group contained in the 2013 Annual Report, which in the opinion of the Directors are from time to time appropriate for the Company. The number of the Shares to be bought back on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the then pertaining circumstances.

## **SHARE PRICES**

The highest and lowest prices, to the nearest cents, at which the Shares have been traded on the Stock Exchange from the Listing Date up to the Latest Practicable Date, were as follows:

	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2014</b>		
January	3.46	2.00
February	2.15	1.82
March	1.97	1.46
April	1.53	1.31

## **Disclosure of interests**

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

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)).

No connected person has notified the Company that he or she has a present intention to sell any Shares to the Company nor has undertaken not to sell any of the Shares held by him or her to the Company in the event that the Share Buy-back Mandate is approved by the Shareholders.

### **Takeovers Code**

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to buy back Shares pursuant to the Share Buy-back Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the Controlling Shareholders, namely, Think Wise Holdings Investment Limited and its beneficial shareholder, Mr. Ding Peiji, were entitled to exercise or control the exercise of the voting right attached to 319,076,694 Shares in aggregate, representing approximately 38.72% of the issued share capital of the Company. In the event that the Directors exercise in full the power to buy back the Shares which is proposed to be granted pursuant to the Share Buy-back Mandate, the percentage of voting right which the Controlling Shareholders would be entitled to exercise or control the exercise of would be increased to approximately 43.03% of the voting right attached to all Shares then in issue, resulting in an obligation on the part of the Controlling Shareholders to make a general offer under the Takeovers Code. However, the Directors have no present intention to exercise the Share Buy-back Mandate to the extent that the obligation to make a general offer on the part of the above-mentioned Controlling Shareholders will be triggered.

### **Public Float**

The Listing Rules prohibit a company from making Share buy-back of its shares on the Stock Exchange if the result of the Share buy-back would be less than 25% (or such or prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital would be in public hands. The Company will not buy back Shares if that Share buy-back would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital and the Directors have no present intention to exercise the Share Buy-back Mandate to the extent that less than 25% of the issued share capital of the Company will be held by the public.

**SHARES BOUGHT BACK BY THE COMPANY**

The Company had not bought back any of its Shares, whether on the Stock Exchange or otherwise, during the previous six months preceding the Latest Practicable Date.

**RETIRING DIRECTORS SUBJECT TO RE-ELECTION**

**Mr. Ding Peiji (丁培基)**, aged 43, is the founder of the Group. He is also the chief executive officer and the chairman of the Board. He was appointed as an executive Director on 15 March 2013. He is also the chairman of board of directors of Red Kids (China) Co, Ltd., a principal operating subsidiary of our Group. Mr. Ding has over 13 years of experience in the apparel and retail industry and is primarily responsible for the Group's overall corporate strategies, planning and business development. His social undertakings include the vice Chairman for the second term of the Children's Wear Expert Committee of China National Garment Association (中國服裝協會童裝專業委員會) appointed in September 2009, the vice president for the first and second term of the Quanzhou Textile & Garments Commerce Chamber (泉州市紡織服裝商會) appointed in May 2002 and November 2008, respectively, a standing council member for the first term of the Federation of Industry & Commerce of Quanzhou Qingmeng Scientific & Technological Industrial Zone (泉州市清濛科技工業園區工商業聯合會) appointed in August 2002, and a Supervisor of Qingmeng Scientific & Technological Industrial Zone for Honest and Efficient Governance (清濛科技工業區勤政廉政監督員) appointed in July 2002. He completed the Advanced Management Programme by China Europe International Business School (中歐國際工商學院) in 2010.

Mr. Ding is the brother of each of Mr. Ding Peiyuan and Ms. Ding Lizhen, both of whom are the Company's executive Directors.

Save as disclosed above, Mr. Ding has not held any other directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Ding was deemed to be interested, within the meaning of Part XV of the SFO, in 319,076,694 Shares, representing approximately 38.72% of the issued share capital of the Company. Save as aforementioned, Mr. Ding was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Ding has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other which notice shall not expire until after the fixed term. Mr. Ding's emoluments recorded in 2013 was approximately RMB0.7 million, including salaries and contribution to pension scheme, with reference to his experience, workload and time devoted to the Group.

**Mr. Gu Jishi (顧及時)**, aged 43, was appointed as an executive Director and vice president on 16 December 2013. He is also a vice general manager of the Group. Mr. Gu has approximately 10 years of experience in the apparel and retail industry and is primarily responsible for the Group's brand development, and domestic sales channel and customer management. Before joining the Group, Mr. Gu worked as a manager of business development department and a brand manager for sport products for Pou Sheng International (Holdings) Limited (寶勝國際(控股)有限公司), a company listed on the

Main Board of the Stock Exchange (stock code: 3813), from 2003 to 2008, and was mainly responsible for the relationship management of key clients. He graduated from Sichuan University (四川大學) with a major in law in January 2006 through distance learning.

Save as disclosed above, Mr. Gu has not held any other directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Gu was deemed to be interested, within the meaning of Part XV of the SFO, in 800,000 Shares, which are subject to the exercise of the options granted on 27 December 2013 under the Pre-IPO Share Option Scheme, representing approximately 0.10% of the issued share capital of the Company. Save as aforementioned, Mr. Gu was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Gu has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other which notice shall not expire until after the fixed term. Mr. Gu's emoluments recorded in 2013 was approximately RMB0.7 million, including salaries and contribution to pension scheme, with reference to his experience, workload and time devoted to the Group.

**Mr. Leung Wai Yip (梁偉業)**, aged 37, was appointed as an independent non-executive Director of the Company on 16 December 2013. Currently, Mr. Leung serves as the chief financial officer and company secretary of Chaowei Power Holdings Limited (超威動力控股有限公司), a company listed on the Stock Exchange (stock code: 951) since December 2010. He obtained a bachelor's degree in commerce from the University of Alberta, Canada in June 1998 and a master degree of business administration from the Hong Kong University of Science and Technology in November 2010. He is a member of the American Institute of Certified Public Accountants, and an associate member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Leung has not held any other directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Leung was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Leung has entered into an appointment letter with the Company for an initial term of three years commencing from the Listing Date. No emoluments for Mr. Leung was recorded in 2013 since his appointment was with effect from 15 January 2014.

### **Others**

Save as disclosed above, there is no other information relating to the above Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

## NOMINATIONS BY SHAREHOLDERS

Shareholders are invited to elect up to three Directors at the AGM to fill the vacancies available following the retirement by rotation of Ding Peiji, Mr. Gu Jishi and Mr. Leung Wai Yip at the AGM.

Article 85 of the Company's Articles provides that no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served on the Company's head office at No. 168, Chong Rong Street, Economic Technology Development Zone, Quanzhou City, Fujian Province, the PRC, or the Company's Hong Kong share registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong of Computershare Hong Kong Investor Services Limited, namely (i) his/her notice of intention to propose a resolution at the AGM; and (ii) a notice executed by the nominated candidate of his/her willingness to be appointed together with (A) that candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the below heading "Required information of the candidate(s) nominated by Shareholders", and (B) the candidate's written consent to the publication of his/her personal data.

In order to ensure Shareholders have sufficient time to receive and consider the information of the nominated candidate(s), Shareholders are urged to submit their proposals as early as practicable, so that an announcement can be issued on or about Wednesday, 7 May 2014 and a supplemental circular containing information of the candidate(s) proposed by the Shareholders can be dispatched to Shareholders as soon as practicable on or about Thursday, 8 May 2014.

### **Required information of the candidate(s) nominated by Shareholders**

In order to enable Shareholders to make an informed decision on their election of Directors, in addition to the above described notice of intention to propose a candidate for election by a Shareholder, the Shareholder or the nominated candidate should provide the following information:

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Group (if any);



- (c) experience including (i) other directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial shareholders or Controlling Shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in Shares within the meaning of Part XV of the SFO, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.

The Shareholder proposing the candidate will be required to read out aloud the proposed resolution, as set out under "Resolutions and Voting" below, at the AGM.

## RESOLUTIONS AND VOTING

In order to comply with code provision E1.1 of the Appendix 14 to the Listing Rules, there must be a separate resolution for the appointment of each candidate as a Director.

There will be three Director vacancies to be filled at the AGM following the retirement by rotation of Mr. Ding Peiji, Mr. Gu Jishi and Mr. Leung Wai Yip at the AGM. If there are more than three candidates standing for election at the AGM, each resolution proposing that a candidate be appointed as a Director will provide for a method to determine which three candidates shall be elected as Directors as follows:

**"THAT** subject to the number of net votes cast in relation to this resolution (net votes being votes cast in favour minus votes cast against this resolution) being among the three highest number of net votes cast on each of the resolutions for the appointment of a person as a director of the Company at the annual general meeting to be held on 23 May 2014 or on the date of its adjournment (where applicable) (the "**2014 AGM**"), name of candidate be and is hereby appointed as a director of the Company with effect from the conclusion of the 2014 AGM for a term of approximately three

years expiring at the conclusion of the Company's annual general meeting to be held in 2017, provided that if any three or more of such resolutions record the same number of net votes (the "**Tied Resolutions**"), the ranking of the Tied Resolutions from highest to lowest number of net votes shall be determined by the drawing of lots by the chairman of the meeting."

**If a resolution is passed (i.e, it has been carried by the majority of the votes cast on it), the candidate who is the subject of that resolution will be eligible to be elected a Director. On the other hand, if a resolution is not passed, the candidate who is the subject of that resolution will not be eligible to be elected a Director. If there are less than three resolutions passed by the majority of the votes cast, the Board may, pursuant to Article 83 of the Articles, appoint any person to fill the relevant vacancy or vacancies (as the case may be).**

Assuming a resolution is passed by the majority of the votes cast on it, the candidate who is the subject of that resolution will be elected to one of the three positions on the Board if the net votes cast in favour of his/her resolution is among within the top three resolutions passed in terms of net votes cast. Net votes cast are calculated by taking the votes cast in favour of a resolution and subtracting the votes cast against that resolution. In the event there is a tie in the net votes for two or more resolutions, the ranking of the Tied Resolutions from highest to lowest number of net votes cast shall be determined by the drawing of lots by the chairman of the meeting.

Therefore, if you wish to support a particular candidate, you should vote in favour of his/her resolution. If you do not wish to support a candidate, you may vote against his/her resolution or abstain from voting. If you abstain from voting, you should note that your votes will not be counted when calculating the net votes cast in respect of the resolution for such candidate that you do not wish to support.



**Miko International Holdings Limited**  
**米格國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1247)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**Meeting**”) of Miko International Holdings Limited (the “**Company**”) will be held at Taishan Room, Level 5, Island Shangri-la, Supreme Court Road, Central, Hong Kong on 23 May 2014 at 4:00 p.m. to consider and, if thought fit, transact the following business:

**ORDINARY BUSINESS**

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company (the “**Auditors**”) for the year ended 31 December 2013;
2. To declare a special dividend equivalent to HK5 cents per ordinary share of the Company for the year ended 31 December 2013;
3. To re-elect Mr. Ding Peiji as an executive Director;
4. To re-elect Mr. Gu Jishi as an executive Director;
5. To re-elect Mr. Leung Wai Yip as an independent non-executive Director;
6. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors;
7. To re-appoint KPMG as the Auditors and to authorise the Board to fix their remuneration;

and, as additional ordinary business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification);

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## NOTICE OF AGM

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8. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares with par value of HK\$0.01 each in the share capital of the Company subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) or of any other stock exchange as amended from time to time and the manner of any such share buy-back be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as defined below) to procure the Company to buy back its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares of the Company which are authorized to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until 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 laws or the articles of association of the Company to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting of the Company.”

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## NOTICE OF AGM

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9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as defined below) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under resolution no. 8 as set out in the notice convening the Meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register 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 any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

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## NOTICE OF AGM

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10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 8 and 9 as set out in the notice convening the Meeting, the general mandate granted to the Directors pursuant to resolution no. 9 as set out in the notice convening the Meeting be and is hereby extended by the addition of an amount representing the aggregate nominal amount of share capital of the Company bought back by the Company under the authority granted pursuant to resolution no. 8 as set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By order of the Board of  
**Miko International Holdings Limited**  
**Ding Peiji**  
*Chairman*

Hong Kong, 22 April 2014

**Notes:**

1. The register of members of the Company will be closed from Tuesday, 20 May 2014 to Friday, 23 May 2014, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Meeting, shareholders of the Company must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:30 pm on Monday, 19 May 2014.
2. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his or her proxy to attend and vote on his or her behalf. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he or she was solely entitled to do so. However, if more than one of such joint holders be present at any Meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.
4. In order to be valid, a proxy form in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor,

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## NOTICE OF AGM

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Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the time fixed for holding the annual general meeting or any adjournment of such meeting.

5. Please refer to Appendix II to the circular of the Company dated 22 April 2014 for the details of the retiring Directors subject to re-election at the Meeting.

*As at the date of this notice of Annual General Meeting, the executive Directors are Mr. Ding Peiji, Mr. Ding Peiyuan, Ms. Ding Lizhen and Mr. Gu Jishi, and the independent non-executive Directors are Mr. Leung Wai Yip, Mr. Mei Wenjue and Mr. Zhu Wenxin.*