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

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

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GLOBAL NEW MATERIAL INTERNATIONAL HOLDINGS LIMITED

环球新材国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 06616)

**SHARE BUY-BACK MANDATE AND SHARE ISSUE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Global New Material International Holdings Limited to be held at Meeting Room, 6th Floor, Guangxi Chesir Pearl Material Co., Ltd., Pearlescent Industrial Park, No. 380, Feilu Road, Luzhai Town, Luzhai County, Liuzhou City, Guangxi, China on Friday, 28 June 2024 at 10:00 a.m. is set forth in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar 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 the Annual General Meeting, i.e. not later than 10:00 a.m. on Wednesday, 26 June 2024 or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.chesir.com).

References to time and dates in this circular are to Hong Kong time and dates.

30 April 2024

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Meeting Room, 6th Floor, Guangxi Chesir Pearl Material Co., Ltd., Pearlescent Industrial Park, No. 380, Feilu Road, Luzhai Town, Luzhai County, Liuzhou City, Guangxi, China on Friday, 28 June 2024 at 10:00 a.m., or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Business Day”	any day (excluding Saturdays, Sundays, public holidays and days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks generally are open for general banking business in Hong Kong;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Company”	Global New Material International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 06616);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended from time to time;
“Memorandum”	the memorandum of association of the Company;

DEFINITIONS

“Nomination Committee”	the nomination committee of the Board;
“Notice”	the notice dated 30 April 2024 convening the Annual General Meeting as set forth in this circular;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, The Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Register of Members”	the register of members of the Company;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company;
“Share Buy-back Mandate”	the general mandate proposed to be granted to the Directors to buy-back Shares on the Stock Exchange of not exceeding 10% of the total number of the Shares in issue (excluding treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting and to determine such Shares bought-back shall be held as treasury Shares by the Company or otherwise be cancelled;
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) of not exceeding 20% of the total number of the Shares in issue (excluding treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time;
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024; and
“%”	per cent.

EXPECTED TIMETABLE

Despatch of this circular and the Notice Tuesday, 30 April 2024

Latest time for lodging transfer forms of Shares to
qualify for entitlements to attend and vote at the
Annual General Meeting 4:30 p.m. on Monday, 24 June 2024

Closure of Register of Members for purpose of Annual
General Meeting (both days inclusive) from Tuesday, 25 June 2024 to
Friday, 28 June 2024

Latest time for lodging forms of proxy for the Annual
General Meeting (in any event not less than 48 hours
before the time appointed for holding the Annual
General Meeting or any adjournment thereof) before 10:00 a.m. on
Wednesday, 26 June 2024

Date and time of the Annual General Meeting 10:00 a.m. on
Friday, 28 June 2024

Notes:

1. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning, or “extreme conditions” caused by super typhoons:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon, the latest time for lodging transfer documents will remain at 4:30 p.m. on the same Business Day;
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m., the latest time for lodging transfer documents will be rescheduled to 4:30 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m.
2. All dates and time set forth in this circular refer to Hong Kong dates and time.
3. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate and in accordance with the Listing Rules.

LETTER FROM THE BOARD



GLOBAL NEW MATERIAL INTERNATIONAL HOLDINGS LIMITED
环球新材国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 06616)

Executive Directors:

Mr SU Ertian (*Chairman and Chief Executive Officer*)

Mr JIN Zengqin

Mr ZHOU Fangchao

Mr BAI Zhihuan (*Vice President*)

Ms ZENG Zhu

Non-executive Director:

Mr HU Yongxiang

Independent Non-executive Directors:

Mr HUI Chi Fung

Professor HAN Gaorong

Mr LEUNG Kwai Wah Alex

Registered Office:

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in the PRC:

Pearlescent Industrial Park

No. 380, Feilu Road

Luzhai Town, Luzhai County

Liuzhou City

Guangxi Zhuang Autonomous Region

PRC

Principal place of business in

Hong Kong:

Room 2703, 27/F,

China Resources Building

26 Harbour Road, Wanchai

Hong Kong

30 April 2024

To the Shareholders

Dear Sir/Madam,

**SHARE BUY-BACK MANDATE AND SHARE ISSUE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you information on the following resolutions proposed to be tabled at the Annual General Meeting, so as to enable you to make an informed decision on the resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

The resolutions include (i) the grant of the Share Buy-back Mandate, (ii) the grant of the Share Issue Mandate, (iii) the extension of the Share Issue Mandate and (iv) the re-election of the retiring Directors. Information on the retiring Directors is also included in this circular.

2. GRANT OF THE SHARE BUY-BACK MANDATE

At the annual general meeting of the Company held on 27 June 2023, a general unconditional mandate was granted to the Directors to buy-back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to buy-back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy-back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting, i.e. a total of 123,887,013 Shares on the basis that no further Shares are issued or bought-back before the Annual General Meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set forth in Appendix I to this circular.

3. GRANT OF THE SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 27 June 2023, a general unconditional mandate was granted to the Directors to allot, issue and deal with the Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to issue Shares (including any sale or transfer of treasury Shares) if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting, i.e. a total of 247,774,026 Shares on the basis that no further Shares are issued or bought back before the Annual General Meeting. An ordinary resolution to extend the Share Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

Subject to the passing of the aforesaid ordinary resolutions of the Share Buy-back Mandate and the Share Issue Mandate, a separate ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted (or transferred out of treasury) or agreed conditionally or unconditionally to be allotted (or transferred out of treasury) by the Directors pursuant to the Share Issue Mandate the number of Shares bought back under the Share Buy-back Mandate, if granted.

LETTER FROM THE BOARD

4. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr JIN Zengqin, Ms ZENG Zhu and Mr LEUNG Kwai Wah Alex shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr LEUNG Kwai Wah Alex has confirmed his independence with reference to the factors set forth in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skill and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set forth in the Company's board diversity policy and the Company's corporate strategy, and the independence of Mr LEUNG Kwai Wah Alex. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Directors who is due to retire at the Annual General Meeting. The Board accepted the recommendations made by the Nomination Committee and considers that Mr LEUNG Kwai Wah Alex is independent in accordance with the independence guidelines set forth in the Listing Rules and all the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board, therefore, believes that all the retiring Directors should be re-elected.

Information on the retiring Directors proposed for re-election at the Annual General Meeting are set forth in Appendix II to this circular.

5. ANNUAL GENERAL MEETING

The Notice is set forth in this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the grant of Share Buy-back Mandate, the grant of Share Issue Mandate and the extension of the Share Issue Mandate and the re-election of the retiring Directors. The Annual General Meeting will be held at Meeting Room, 6th Floor, Guangxi Chesir Pearl Material Co., Ltd., Pearlescent Industrial Park, No. 380, Feilu Road, Luzhai Town, Luzhai County, Liuzhou City, Guangxi, China on Friday, 28 June 2024 at 10:00 a.m..

6. PROXY ARRANGEMENT

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.chesir.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar 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 the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 June 2024) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

7. CLOSURE OF THE REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.

8. VOTING BY WAY OF POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, poll voting for all proposed resolutions of the Company will be proceeded with at the Annual General Meeting.

The poll results will be published on the Stock Exchange's website and the Company's website after the conclusion of the Annual General Meeting.

Holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

9. RECOMMENDATION

The Directors consider that the granting of the Share Buy-back Mandate and the Issuance Mandate and re-election of retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

10. RESPONSIBILITY STATEMENT

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

Yours faithfully,
For and on behalf of the Board
Global New Material International Holdings Limited
SU Ertian
Chairman and Chief Executive Officer

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,238,870,132 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, i.e. being 1,238,870,132 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 123,887,013 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

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 accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2023		
April	4.64	4.05
May	4.32	3.82
June	4.70	4.13
July	4.82	4.29
August	4.73	3.82
September	4.47	3.82
October	4.10	3.55
November	4.05	3.61
December	3.97	3.46
2024		
January	3.96	3.25
February	4.00	3.35
March	3.87	3.41
April (<i>up to the Latest Practicable Date</i>)	3.92	3.41

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the Explanatory Statement nor the proposed Shares buy-back has any unusual features.

7. STATUS OF BOUGHT-BACK SHARES

Shares bought back by the Company may be held by the Company as treasury shares or cancelled as determined by the Directors, depending on the market conditions and the Group's capital management needs at the relevant time of the buy-backs.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

8. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, 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, Mr SU, the Chairman of the Board, was interested and deemed to be interested in 421,782,948 Shares, representing approximately 34.04% of the total issued share capital of the Company.

On the basis that (i) the total issued share capital of the Company (being 1,238,870,132 Shares) remains unchanged as at the date of the Annual General Meeting, and (ii) the shareholding interest of Mr SU in the Company (being 421,782,948 Shares) remains unchanged immediately after the full exercise of the Share Buy-back Mandate, in the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of Mr SU would be increased to approximately 37.83% of the total issued share capital of the Company. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

9. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr JIN Zengqin (金增勤先生)

Position and Experience

Mr JIN Zengqin (“Mr JIN”), aged 55, is an executive Director and one of the controlling shareholders of the Company. Mr JIN is also the Deputy General Manager of Chesir Pearl Material Co., Ltd. (“Chesir Pearl”). Mr JIN has been the executive director of Chesir Pearl as well as its Deputy General Manager since May 2011. Mr JIN is primarily responsible for overseeing sales operations and the implementation of our business strategies and initiatives. Prior to joining our Group, Mr JIN was working in a plastic manufacturing enterprise in the PRC for more than 15 years with his last position as the general manager.

Mr JIN is a member of the 9th Chinese People’s Political Consultative Conference National Committee of Luzhai County (鹿寨縣第九屆政協委員) and the vice chairman of Luzhai County Federation of Industry and Commerce (鹿寨縣工商業聯合會).

Mr JIN obtained a bachelor’s degree in economics from Hangzhou Institute of Commerce (杭州商學院), the PRC in July 1991, a bachelor’s degree in business management from Guangxi University (廣西大學), the PRC in June 1996, a bachelor’s degree in arts and design from Wuchang Institute of Technology (武昌理工學院), the PRC in December 2013 by way of part-time studies and an Executive Master of Business Administration (EMBA) degree from Guangxi University (廣西大學), the PRC in June 2020 by way of part-time studies.

Length of service

Mr JIN has entered into a service contract with the Company for a term of three years commencing on 2 June 2021 and is subject to termination by either party by giving not less than three months’ prior notice in writing. As a Director of the Company, Mr JIN is subject to retirement by rotation and re-election at the Company’s annual general meetings and his office can be vacated in accordance with the Articles of Association.

Relationships

As far as the Board is aware, Mr JIN does not have any relationship with other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in Shares

As of the Latest Practicable Date, Mr JIN was interested or deemed to be interested in the following Shares or underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO as set forth below:

Nature of interest ⁽³⁾	Relevant company ⁽²⁾	Number of Shares or underlying Shares held	Approximate percentage of shareholding⁽¹⁾
Interest in controlled corporation (L)	Liuzhou Qise Enterprise Management Partnership Enterprise (Limited Partnership)	24,241,200	1.96%
	Liuzhou Colorful Enterprise Management Partnership Enterprise (Limited Partnership)	19,692,948	1.59%

Notes:

- (1) The calculation is based on the total number of Shares in issue as at the Latest Practicable Date.
- (2) The general partner of Liuzhou Qise Enterprise Management Partnership Enterprise (Limited Partnership) (“Liuzhou Qise LP”) is Mr SU who owns 10,000 shares of Liuzhou Qise LP. Mr JIN, being one of the limited partners, owns 1,565,200 shares of Liuzhou Qise LP and the original 12 individual equity holders of Chesir Pearl, who are limited partners and independent third parties, own 2,465,000 shares of Liuzhou Qise LP. Therefore, Mr SU and Mr JIN are deemed to be interested in all the Shares held by Liuzhou Qise LP for the purpose of the SFO. For the avoidance of doubt, there is no individual limited partner (except Mr JIN) contributed more than one-third of the capital contribution of Liuzhou Qise LP.

The general partner of Liuzhou Colorful Enterprise Management Partnership Enterprise (Limited Partnership) (“Liuzhou Colorful LP”) is Mr SU who owns 10,000 shares of Liuzhou Colorful LP. Mr JIN, being one of the limited partners, owns 1,500,000 shares of Liuzhou Colorful LP and the original 11 individual equity holders of Chesir Pearl, who are limited partners and independent third parties, own 1,825,158 shares of Liuzhou Colorful LP. Therefore, Mr SU and Mr JIN are deemed to be interested in all the Shares held by of Liuzhou Colorful LP for the purpose of the SFO. For the avoidance of doubt, there is no individual limited partner (except Mr JIN) contributed more than one-third of the capital contribution of Liuzhou Colorful LP.

- (3) The letter “L” denotes long position.

Save as disclosed above, Mr JIN was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Director's emoluments

According to the service contract, Mr JIN is entitled to a fixed amount of compensation of HK\$600,000 per annum (including director's fee) during the term of three years commencing on 2 June 2021 for all services to be rendered for the Company in the capacity as an executive Director of the Company. The remuneration of Mr JIN is determined in accordance with the performance appraisal system from time to time adopted by the Company. The remuneration of Mr JIN shall be subject to annual review by the Board (and the remuneration committee established thereunder) at the time when annual review for the remuneration of other senior executives is made by the Board and shall be subject to approval by the independent shareholders at the general meetings of the Company following the term of three years commencing on 2 June 2021.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information on Mr JIN that is required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr JIN that need to be brought to the attention of the Shareholders.

(2) Ms ZENG Zhu (曾珠女士)

Position and Experience

Ms ZENG Zhu ("Ms ZENG"), aged 33, is an executive Director. Ms ZENG has joined Chesir Pearl since her graduation from The Guangxi University (廣西大學) in 2014 with a bachelor's degree in chemical engineering and technology. Initially working for Chesir Pearl as an inspector of incoming raw materials, Ms ZENG has been gradually promoted over the years to the positions of quality check team leader and quality check supervisor in 2016 and 2019, respectively. In September 2021, Ms ZENG has been promoted as the Chief Quality Officer of the Group and is responsible for the management of the quality control function of the Group.

Length of service

Ms ZENG has entered into a service contact with the Company commencing from 24 June 2022 to 31 December 2024 and is subject to termination by either party by giving not less than three months' prior notice in writing. As a director of the Company, Ms ZENG is subject to retirement by rotation and re-election at the Company's annual general meetings and her office can be vacated in accordance with the Articles of Association.

Relationships

As far as the Board is aware, Ms ZENG does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Interests in Shares

As of the Latest Practicable Date, Ms ZENG was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

According to the service contract, Ms ZENG is entitled to a fixed amount of compensation of RMB200,000 per annum (including director's fee) from 24 June 2022 to 31 December 2024 for all services to be rendered for the Company in the capacity as an executive Director of the Company. The remuneration of Ms ZENG is determined in accordance with the performance appraisal system from time to time adopted by the Company. The remuneration of Ms ZENG shall be subject to annual review by the Board (and the remuneration committee established thereunder) at the time when annual review for the remuneration of other senior executives is made by the Board and shall be subject to approval by the independent shareholders at the general meetings of the Company during the term from 24 June 2022 to 31 December 2024.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information on Ms ZENG that is required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms ZENG that need to be brought to the attention of the Shareholders.

(3) Mr LEUNG Kwai Wah Alex (梁貴華先生)

Position and Experience

Mr LEUNG Kwai Wah Alex ("Mr LEUNG"), aged 71, is an independent non-executive Director. Mr LEUNG has over 30 years of experience in banking and finance. Mr LEUNG is a fellow member of Governance Institute of Australia, The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators), Hong Kong Institute of Directors and Hong Kong Securities and Investment Institute. Mr LEUNG is also a full member of Hong Kong Treasury Markets Association.

Mr LEUNG worked in various multinational banks. From March 1982 to May 1986, Mr LEUNG worked in the Hong Kong branch of Manufacturers Hanover Trust Company with his last position as a manager. From June 1986 to July 1988, Mr LEUNG worked as an assistant vice president in the Hong Kong branch of National Westminster Bank USA. Mr LEUNG was a product manager at the headquarters of Canadian Imperial Bank of Commerce during March 1992 to January 1995 and a relationship manager in Credit Suisse, Hong Kong branch, from September 2006 to January 2008. Mr LEUNG has been an independent non-executive director of New City Development Group Limited, a company listed on the Stock Exchange (stock code: 00456), since June 2016.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr LEUNG obtained a diploma in business management from Hong Kong Baptist College (currently known as Hong Kong Baptist University) in 1979 and a Master of Business Administration degree from Illinois State University, USA in 1981.

Length of service

Mr LEUNG has entered into a letter of appointment with the Company for a term of three years commencing on 16 July 2021 and is subject to termination by either party by giving not less than three months' prior notice in writing. As a Director of the Company, Mr LEUNG is subject to retirement by rotation and re-election at the Company's annual general meetings and his office can be vacated in accordance with the Articles of Association.

Relationships

As far as the Board is aware, Mr LEUNG does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As of the Latest Practicable Date, Mr LEUNG was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

According to the letter of appointment, Mr LEUNG is entitled to a fixed amount of director's fee of HK\$180,000 per annum during the term of three years commencing on 16 July 2021 for all services to be rendered for the Company in the capacity as an independent non-executive Director of the Company. The director's fee of Mr LEUNG shall be subject to annual review by the Board (and the remuneration committee established thereunder) at the time when annual review for the remuneration of other senior executives is made by the Board and shall be subject to approval by the independent shareholders at the general meetings of the Company following the term of three years commencing on 16 July 2021.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information on Mr LEUNG that is required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr LEUNG that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



GLOBAL NEW MATERIAL INTERNATIONAL HOLDINGS LIMITED 环球新材国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 06616)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of Global New Material International Holdings Limited (the “**Company**”) will be held at Meeting Room, 6th Floor, Guangxi Chesir Pearl Material Co., Ltd., Pearlescent Industrial Park, No. 380, Feilu Road, Luzhai Town, Luzhai County, Liuzhou City, Guangxi, China on Friday, 28 June 2024 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
2. To re-elect Mr JIN Zengqin as an executive director of the Company.
3. To re-elect Ms ZENG Zhu as an executive director of the Company.
4. To re-elect Mr LEUNG Kwai Wah Alex as an independent non-executive director of the Company.
5. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company.
6. To re-appoint RSM Hong Kong as the auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares and, if permitted under the Listing Rules, to determine whether such shares bought back shall be held as treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024) by the Company or be cancelled in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares out of treasury if permitted under the Listing Rules) and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of shares allotted (or transferred out of treasury) or agreed conditionally or unconditionally to be allotted (or transferred out of treasury) by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) any issue of shares under a share scheme of the Company; and
- (iii) any scrip dividend scheme 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,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury Shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognised regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of the resolutions set forth in items 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set forth in item 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued (or transferred out of treasury) or agreed conditionally or unconditionally to be allotted and issued (or transferred out of treasury) by the directors

NOTICE OF ANNUAL GENERAL MEETING

pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set forth in item 7 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury Shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By order of the Board
Global New Material International Holdings Limited
SU Ertian
Chairman and Chief Executive Officer

Hong Kong, 30 April 2024

Notes:

1. All resolutions at the meeting will be taken by poll except where the chairman of the meeting may in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 June 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.
5. References to time and dates in this notice are to Hong Kong time and dates.

As of the date of this notice, the Board comprises Mr SU Ertian (Chairman and Chief Executive Officer), Mr JIN Zengqin, Mr ZHOU Fangchao, Mr BAI Zhihuan (Vice President) and Ms ZENG Zhu as executive Directors, Mr HU Yongxiang as non-executive Director and Mr HUI Chi Fung, Professor HAN Gaorong and Mr LEUNG Kwai Wah Alex as independent non-executive Directors.