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

If you have sold or transferred all your shares in Pou Sheng International (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, 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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**POU SHENG INTERNATIONAL (HOLDINGS) LIMITED****寶勝國際（控股）有限公司***(Incorporated in Bermuda with limited liability)***(Stock Code: 3813)**

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
AMENDMENTS TO THE EXISTING BYE-LAWS
AND ADOPTION OF THE NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page shall have the respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 24 May 2024 at 22nd Floor, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong is set out on pages 20 to 26 in this circular. If you are not able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office 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 not less than 48 hours before the time appointed for holding such meeting or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or its adjournment should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Please note that NO refreshment or corporate souvenir will be provided at the AGM.

23 April 2024

* *This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.*

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DEFINITIONS

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

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| “Annual General Meeting” or “AGM” | the annual general meeting of the Company to be convened at 10:00 a.m. on Friday, 24 May 2024 at 22nd Floor, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, notice of which is set out on pages 20 to 26 in this circular |
| “Audit Committee” | the audit committee of the Board |
| “Board” | the board of Directors |
| “Board Diversity Policy” | the diversity policy adopted by the Board |
| “close associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “CFO” | chief financial officer of the Company |
| “Company” | Pou Sheng International (Holdings) Limited, a company incorporated in Bermuda, the Shares of which are listed on the Stock Exchange |
| “Director(s)” | director(s) of the Company from time to time |
| “Disclosure Committee” | the disclosure committee of the Board |
| “Existing Bye-laws” | the existing bye-laws 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 |
| “Latest Practicable Date” | 18 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “New Bye-laws” | the amended and restated bye-laws of the Company which consolidates the Proposed Amendments and are proposed to be adopted by the Shareholders at the AGM |
| “Nomination Committee” | the nomination committee of the Board |
| “Nomination Policy for Directors” | the nomination policy for Directors adopted by the Board on 13 November 2018 |

DEFINITIONS

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|------------------------------------|---|
| “PCC” | Pou Chen Corporation, a company incorporated in Taiwan with limited liability whose shares are listed on the TWSE and which holds approximately 51.11% of the issued share capital of Yue Yuen as at the Latest Practicable Date |
| “PRC” | the People’s Republic of China |
| “Proposed Amendments” | the proposed amendments to the Existing Bye-laws as set out in Appendix III to this circular |
| “Remuneration Committee” | the remuneration committee of the Board |
| “Repurchase Mandate” | a general and unconditional mandate enabling the Directors to repurchase Shares as defined in the section headed “General Mandates to Issue New Shares and to Repurchase Shares” |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” or “Member(s)” | holder(s) of the Share(s) |
| “Shares Issue Mandate” | a general and unconditional mandate enabling the Directors to issue new Shares as defined in the section headed “General Mandates to Issue New Shares and to Repurchase Shares” |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “subsidiary(ies)” | has the meaning ascribed to it under the Listing Rules |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “Takeovers Code” | The Code on Takeovers and Mergers and Share Buy-backs of Hong Kong as administered by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time |
| “TWSE” | the Taiwan Stock Exchange Corporation |
| “Yue Yuen” | Yue Yuen Industrial (Holdings) Limited, a company incorporated in Bermuda, the shares of which are listed on the Stock Exchange, and a substantial shareholder of the Company holding approximately 62.55% of the issued Shares as at the Latest Practicable Date |
| “%” | per cent. |

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

LETTER FROM THE BOARD



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED 寶勝國際（控股）有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 3813)

Board of Directors:*Executive Directors*

Yu Huan-Chang (*Chairman*)

Hu, Chia-Ho

Chen, Li-Chieh (*Chief Financial Officer*)

Non-executive Directors

Tsai Patty, Pei Chun

Li I-nan

Independent Non-executive Directors

Chen, Huan-Chung

Feng Lei Ming

Liu, Hsi-Liang

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Head Office and Principal Place**of Business:**

22nd Floor, C-Bons International Center

108 Wai Yip Street

Kwun Tong

Kowloon

Hong Kong

23 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
AMENDMENTS TO THE EXISTING BYE-LAWS
AND ADOPTION OF THE NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, *inter alia*:

- (a) re-election of retiring Directors;

LETTER FROM THE BOARD

- (b) the grant to the Directors of the Shares Issue Mandate to issue new Shares, the Repurchase Mandate to repurchase Shares and the extension of Shares Issue Mandate to include number of Shares repurchased under the Repurchase Mandate; and
- (c) the amendments to the Existing Bye-laws and adoption of the New Bye-laws.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 83(2) of the Existing Bye-laws, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following annual general meeting and shall then be eligible for re-election. Accordingly, Mr. Chen, Li-Chieh shall retire as Director and, being eligible, will offer himself for re-election as Director at the AGM.

Pursuant to Bye-law 84 of the Existing Bye-laws, Mr. Li I-nan, Mr. Chen, Huan-Chung and Mr. Liu, Hsi-Liang will retire as Directors by rotation and, being eligible, will offer themselves for re-election as Directors at the AGM.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Chen, Li-Chieh, Mr. Li I-nan, Mr. Chen, Huan-Chung and Mr. Liu, Hsi-Liang to the Board for it to recommend to Shareholders for re-election at the AGM. Mr. Chen, Huan-Chung who is a member of the Nomination Committee abstained from voting on his respective nomination at the Nomination Committee meeting.

The nominations were made in accordance with the Nomination Policy for Directors and the measurable objectives criteria (including but not limited to gender, age, cultural and educational background, professional experiences, skills, knowledge and length of service) with regard for the benefits of diversity, as set out under the Board Diversity Policy. The Nomination Committee had also taken into account the respective overall contributions (including the attendance of meetings and level of participation and performance on Board) of Mr. Chen, Li-Chieh, Mr. Li I-nan, Mr. Chen, Huan-Chung and Mr. Liu, Hsi-Liang for the Board and Board committee responsibilities and their commitment to their roles; and the factors in connection with Mr. Chen, Huan-Chung and Mr. Liu, Hsi-Liang's independence as set out in Rule 3.13 of the Listing Rules and their respective confirmation that each of them meets these independence criteria. (Information of the Directors' attendance record at the Board/committee/general meetings is disclosed in the 2023 annual report of the Company).

Although Mr. Chen, Huan-Chung has served as an independent non-executive Director for more than 9 years, he remained capable of providing independent, constructive and objective views on the Company's affairs and bringing fresh perspectives to the Board during his tenure of office over the years. The Board, through the assessment and recommendation by the Nomination Committee, was satisfied that Mr. Chen, Huan-Chung has the required character, integrity, knowledge and experience to continue fulfilling the role of an independent non-executive Director and was of the view that his long service on the Board would not affect his exercise of independent judgement and view in relation the Company's affairs.

LETTER FROM THE BOARD

With the nominations by the Nomination Committee and after taking into account all of the factors set forth above, as well as others, the Board recommended the retiring Directors, Mr. Chen, Li-Chieh, Mr. Li I-nan, Mr. Chen, Huan-Chung and Mr. Liu, Hsi-Liang to stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on respective propositions of their recommendations for re-election by the Shareholders.

Pursuant to Rule 13.74 of the Listing Rules, particulars of Mr. Chen, Li-Chieh, Mr. Li I-nan, Mr. Chen, Huan-Chung and Mr. Liu, Hsi-Liang are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 25 May 2023, the Directors were granted a general mandate to allot and issue new Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the AGM. The Directors propose to seek the approval of the Shareholders at the AGM for the grant of:

- (a) the Shares Issue Mandate to allot, issue and deal with new Shares up to a maximum of 20% of number of the Shares in issue as at the date of passing of relevant resolution;
- (b) the Repurchase Mandate to repurchase Shares up to a maximum of 10% of number of the Shares in issue as at the date of passing of relevant resolution; and
- (c) subject to passing of ordinary resolutions to grant the Shares Issue Mandate and the Repurchase Mandate, an extension of the Shares Issue Mandate to extend the Shares Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

The explanatory statement to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution concerning the Repurchase Mandate as required by the Listing Rules is set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND ADOPTION OF THE NEW BYE-LAWS

Reference is made to the announcement of the Company dated 13 March 2024 in relation to the Proposed Amendments and proposed adoption of the New Bye-laws in substitution for and to the exclusion of the Existing Bye-laws in its entirety.

The Board proposes to amend the Existing Bye-laws for the purposes of (i) updating and bringing the Existing Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and mandatory electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; and (ii) better aligning the New Bye-laws with the provisions of the Listing Rules and the applicable laws of Bermuda.

LETTER FROM THE BOARD

Detailed information of the Proposed Amendments is set out in Appendix III to this circular. The Proposed Amendments and adoption of the New Bye-laws are subject to the approval of the Shareholders by way of special resolutions at the Annual General Meeting.

The legal adviser to the Company as to Hong Kong laws has confirmed that the Proposed Amendments do not contravene the requirements of the Listing Rules and the legal adviser to the Company as to the laws of Bermuda has confirmed that the Proposed Amendments do not violate the laws of Bermuda.

The Company confirms that there is nothing unusual about the Proposed Amendments and the New Bye-laws. Shareholders are advised that the Chinese translation of the New Bye-laws is for reference purpose only. In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.

ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 20 to 26 of this circular.

ACTION TO BE TAKEN

A form of proxy be used at the Annual General Meeting is enclosed herewith. If you are not able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed on it and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof, as the case may be. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting, or its adjournment should you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant 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, all resolutions as set out in the notice convening the AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the re-election of retiring Directors, the grant of the Shares Issue Mandate, the Repurchase Mandate, the extension of Shares Issue Mandate and the amendments to the Existing Bye-laws and adoption of the New Bye-laws are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting as set out in the notice of Annual General Meeting on pages 20 to 26 of this circular.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

Yours faithfully,
For and on behalf of
Pou Sheng International (Holdings) Limited
Yu Huan-Chang
Chairman

Pursuant to the Listing Rules, the details of the Directors who will retire at the AGM according to the Existing Bye-laws and will be proposed to be re-elected at the AGM are provided below:

Mr. CHEN, Li-Chieh

CHEN, Li-Chieh, aged 49, has been an executive Director and a member of the Disclosure Committee since September 2023. He is also the CFO, and a director of various subsidiaries and a supervisor of certain subsidiaries of the Company. Mr. Chen joined the Group and was in charge of the finance and taxation of Retail Business Unit in May 2020. He is also a director and supervisor of certain subsidiaries of Yue Yuen. He graduated from Tamkang University, Taiwan with a Bachelor's Degree in Accounting. Prior to joining the Group, Mr. Chen worked for PCC as the head of taxation department and head of financial department of Southern China Region during the period from February 2007 to February 2020. In addition, Mr. Chen worked at an international audit firm. He has over twenty years of extensive experience in auditing, taxation and financial management.

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

Save as disclosed above, Mr. Chen (1) did not hold any other directorship in other listed public companies in Hong Kong or overseas in the past three years; (2) does not have other major appointments or professional qualifications; (3) does not have any other relationship with any other director, senior management or substantial or controlling shareholder of the Company; (4) is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (5) does not hold any other position with the Company or any of its subsidiaries.

Under the service agreement dated 4 September 2023, Mr. Chen has been appointed as an executive Director and the CFO for a period of three years expiring on 3 September 2026. Mr. Chen agrees to waive a Director's fee but is entitled to (1) a salary of HK\$600,000 per annum; (2) (if and only if so determined by the Board) a year-end bonus of an amount being payable in cash, shares or otherwise, to be determined by the Board; and (3) participate in the Company's, its subsidiary's or its holding company's share option, share award or other equity award or subscription scheme which may be adopted from time to time, to be determined by the Board with reference to his responsibilities and prevailing market practices, subject to annual review by the recommendation of the Remuneration Committee and decision by a majority in number of the members of the Board. His appointment as a Director is subject to retirement by rotation in accordance with the Existing Bye-laws and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Chen or the Company may terminate the appointment by giving at least three months' prior notice in writing or payment in lieu. Mr. Chen received HK\$223,226 as aggregate salary and other allowances, and did not receive any bonus for the year ended 31 December 2023.

Save as disclosed above, there is no other information relating to Mr. Chen which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Chen.

Mr. LI I-nan

LI I-nan, aged 82, has been a non-executive Director since March 2013. He is also a member of the Remuneration Committee. Mr. Li holds a Bachelor and a Master of Arts Degree from National Chengchi University in Taiwan and a Master of Arts Degree from the University of Southern California in the United States, respectively. He is currently the chairman of the board of directors of Yue Yuen Education Foundation in which he has been involving in the planning and execution of various projects of the Foundation. Mr. Li has many years of experience in footwear business. He joined Yue Yuen group in 1992 and was responsible for the financial operations of Yuen Yuen group, and was an executive director of Yue Yuen. Previously, Mr. Li was a non-executive director of Symphony Holdings Limited, a publicly listed company in Hong Kong.

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

Save as disclosed above, Mr. Li (1) did not hold any other directorship in other listed public companies in Hong Kong or overseas in the past three years; (2) does not have other major appointments or professional qualifications; (3) does not have any other relationship with any other director, senior management or substantial or controlling shareholder of the Company; (4) is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (5) does not hold any other position with the Company or any of its subsidiaries.

Under his supplemental appointment letter dated 22 March 2022, Mr. Li has been appointed as a non-executive Director for a period of three years expiring on 25 March 2025. Mr. Li is entitled to a Director's fee of HK\$150,000 per annum and to participate in the Company's, its subsidiary's or its holding company's share option, share award or other equity award or subscription scheme which may be adopted from time to time, to be determined by the Board with reference to his responsibilities and prevailing market practices, subject to annual review by the recommendation of the Remuneration Committee and decision by a majority in number of the members of the Board. His appointment is subject to retirement by rotation in accordance with the Existing Bye-laws and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Li or the Company may terminate the appointment by giving at least three months' prior notice in writing. Mr. Li received HK\$150,000 as aggregate Director's fee for the year ended 31 December 2023.

Save as disclosed above, there is no other information relating to Mr. Li which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Li.

Mr. CHEN, Huan-Chung

CHEN, Huan-Chung, aged 68, has been an independent non-executive Director since April 2008. He is also the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee. He received a Bachelor Degree from the Department of Industrial Management of National Taiwan University of Science and Technology (formerly known as National Taiwan Institute of Technology) in 1983. Mr. Chen is a partner of Wong Tong & Co., CPAs (萬通聯合會計師事務所), a certified public accountant in Taiwan and a certified securities investment analyst in Taiwan. Mr. Chen has been an independent director of PCC since June 2018. He is now also the convener of the audit committee, and a member of the nomination committee and the remuneration committee of PCC. He once was a supervisor of PCC. PCC is a controlling shareholder of Yue Yuen and through Yue Yuen, is deemed to have interests in the shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of part XV of the SFO. Mr. Chen worked as a deputy manager in E. Sun Bills Finance Corporation of Taiwan (台灣玉山票券金融(股)公司).

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

Save as disclosed above, Mr. Chen (1) did not hold any other directorship in other listed public companies in Hong Kong or overseas in the past three years; (2) does not have other major appointments or professional qualifications; (3) does not have any other relationship with any other director, senior management or substantial or controlling shareholder of the Company; (4) is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (5) does not hold any other position with the Company or any of its subsidiaries.

Under his supplemental appointment letter dated 2 May 2023, Mr. Chen has been appointed as an independent non-executive Director for a period of three years expiring on 5 June 2026. Mr. Chen is entitled to a Director's fee of HK\$300,000 per annum and to participate in the Company's, its subsidiary's or its holding company's share option, share award or other equity award or subscription scheme which may be adopted from time to time, to be determined by the Board with reference to his responsibilities and prevailing market practices, subject to annual review by the recommendation of the Remuneration Committee and decision by a majority in number of the members of the Board. His appointment is subject to retirement by rotation in accordance with the Existing Bye-laws and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Chen or the Company may terminate the appointment by giving at least three months' prior notice in writing. Mr. Chen received HK\$300,000 as aggregate Director's fee for the year ended 31 December 2023.

Save as disclosed above, there is no other information relating to Mr. Chen which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Chen.

Mr. LIU, Hsi-Liang

LIU, Hsi-Liang, also known as Freddie LIU, aged 59, has been an independent non-executive Director and the chairman of the Remuneration Committee since March 2022. He holds a Bachelor's Degree in Diplomacy from the National Chengchi University in Taiwan and a Master's Degree in Business Administration from the University of Michigan in the United States. He is currently a director, a senior vice president and the chief strategy officer of TPK Holding Co., Ltd. ("TPK", shares of which are listed on the TWSE), an independent director and a member of the audit committee and remuneration committee of EDOM Technology Co., Ltd. (shares of which are listed on the TWSE), a director and a member of the audit committee of Just Kitchen Holdings Corp. (shares of which are listed on the Toronto Stock Exchange), a partner of Purestone Capital Group and an independent director, a member of the audit committee and sustainable development and risk management committee, and the convener of the remuneration committee of Sino Horizon Holdings Limited (shares of which are listed on the TWSE). He was the chief financial officer of TPK and led TPK to be listed successfully on the TWSE in 2010. In addition, Mr. Liu was the vice president of finance of Advanced Semiconductor Engineering Inc., the chief financial officer of ASE Test Limited and a vice president in corporate finance of Citibank Taiwan.

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

Save as disclosed above, Mr. Liu (1) did not hold any other directorship in other listed public companies in Hong Kong or overseas in the past three years; (2) does not have other major appointments or professional qualifications; (3) does not have any other relationship with any other director, senior management or substantial or controlling shareholder of the Company; (4) is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (5) does not hold any other position with the Company or any of its subsidiaries.

Under his appointment letter dated 15 March 2022, Mr. Liu been appointed as an independent non-executive Director for a period of three years expiring on 24 March 2025. Mr. Liu is entitled to a Director's fee of HK\$300,000 per annum and to participate in the Company's, its subsidiary's or its holding company's share option, share award or other equity award or subscription scheme which may be adopted from time to time, to be determined by the Board with reference to his responsibilities and prevailing market practices, subject to annual review by the recommendation of the Remuneration Committee and decision by a majority in number of the members of the Board. His appointment is subject to retirement by rotation in accordance with the Existing Bye-laws and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Liu or the Company may terminate the appointment by giving at least three months' prior notice in writing. Mr. Liu received HK\$300,000 as aggregate Director's fee for the year ended 31 December 2023.

Save as disclosed above, there is no other information relating to Mr. Liu which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Liu.

This appendix contains information required under the Listing Rules to be included in an explanatory statement to accompany the notice of the Annual General Meeting at which a resolution is to be proposed in relation to the repurchase by the Company of its own Shares. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate at the AGM.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to approve the Repurchase Mandate. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the number of shares of the Company in issue on the date the resolution granting the Repurchase Mandate is passed. As at the Latest Practicable Date, there were an aggregate of 5,326,179,615 Shares in issue. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate and assuming that no further Shares are issued and no Shares are bought back and cancelled after the Latest Practicable Date and up to the date of passing the relevant resolution, prior to the date of the Annual General Meeting, this would accordingly allow the Company under the Repurchase Mandate to repurchase a maximum of 532,617,961 Shares. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Existing Bye-laws or any applicable laws of Bermuda; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' approval

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a specific transaction. The Shares to be repurchased must be fully paid up.

(b) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association and Bye-laws and the applicable laws in Bermuda. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital paid up on the Shares, funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such repurchase, from funds of the Company otherwise available for dividend or distribution or from the Company's share premium account.

There might be a material adverse impact on the working capital requirements of the Company or the gearing position (as compared with the position disclosed in the audited financial statements of the Company set out in the Company's annual report for the year ended 31 December 2023) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing positions which in the opinion of the Directors are from time to time appropriate for the Company.

(c) Reasons for repurchases

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

(d) General

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda. Neither this Explanatory Statement nor the proposed share repurchase has any unusual features. The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Repurchase Mandate.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of such Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

REPURCHASE OF SHARES

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

PRICES OF THE SHARES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months immediately prior to the Latest Practicable Date were as follows:

| | Share price | |
|-------------|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2023 | | |
| April | 0.75 | 0.62 |
| May | 0.90 | 0.64 |
| June | 0.72 | 0.55 |
| July | 0.74 | 0.55 |
| August | 0.73 | 0.63 |
| September | 0.69 | 0.61 |
| October | 0.69 | 0.63 |
| November | 0.70 | 0.65 |
| December | 0.69 | 0.64 |
| 2024 | | |
| January | 0.71 | 0.58 |
| February | 0.64 | 0.56 |
| March | 0.72 | 0.58 |
| April* | 0.68 | 0.60 |

* Up to and including the Latest Practicable Date

Full text of the Proposed Amendments is set out below. All capitalised terms in the Proposed Amendments contained in this Appendix are terms defined in the Existing Bye-laws which shall have the corresponding meanings ascribed to them in the Existing Bye-laws.

A. The Existing Bye-law 2 be amended as follows:

- “2. In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:
- (a) words importing the singular include the plural and vice versa;
 - (b) words importing a gender include both gender and the neuter;
 - (c) words importing persons include companies, associations and bodies of persons whether corporate or not;
 - (d) the words:
 - (i) “may” shall be construed as permissive;
 - (ii) “shall” or “will” shall be construed as imperative;
 - (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;
 - (f) references to any act, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force;
 - (g) save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Bye-laws if not inconsistent with the subject in the context;

- (h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;
- (i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;
- (j) a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes;
- (k) a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;
- (l) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (m) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as appropriate;
- ~~(m)~~(n) a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;

~~(n)~~(o) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

~~(o)~~(p) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and

~~(p)~~(q) where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member."

B. The Existing Bye-law 151 be amended as follows:

"151. The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), ~~and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.~~"

C. The Existing Bye-law 158(1)(e) be amended as follows:

"(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158~~(45)~~ without the need for any additional consent or notification, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;"

D. The Existing Bye-law 158(1)(f) be amended as follows:

“(f) by publishing it on the Company’s website or the website to which the relevant person may have access ~~without the need for any additional consent or notification; subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”); or~~”

E. The Existing Bye-law 158(2) to 158(6) be amended as follows:

~~“(2) The notice of availability may be given by any of the means set out above other than by posting it on a website.~~

~~(32)~~ In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

~~(43)~~ Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.

~~(54)~~ Every Member or a person who is entitled to receive notice ~~from~~ from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which notices can be served upon him.

~~(65)~~ Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language.”

F. The Existing Bye-law 159(b) be amended as follows:

“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. ~~A Notice placed on the Company’s website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;~~

G. The Existing Bye-law 159(c) be amended as follows:

“(c) if placed or published on either the Company’s website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules; ~~if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Bye-laws, whichever is later;~~”

H. The Existing Bye-law 160(1) be amended as follows:

“(1) Any Notice or other document delivered or sent in any manner permitted by ~~by post to or left at the registered address of any Member in pursuance of these Bye-laws~~ shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.”

I. The Existing Bye-law 160(2) be amended as follows:

“(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via any electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such electronic or postal an address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”

NOTICE OF ANNUAL GENERAL MEETING



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED 寶勝國際（控股）有限公司 *(Incorporated in Bermuda with limited liability)* (Stock Code: 3813)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Pou Sheng International (Holdings) Limited (the “Company” and “AGM”, respectively) will be held at 22nd Floor, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 24 May 2024 10:00 a.m. for the following purposes:

As ordinary business

1. To receive, consider and adopt the audited financial statements and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2023 (the “Year”).
2. To approve the declaration of a final dividend of HK\$0.0120 per share of the Company for the Year.
3.
 - (a) To re-elect Mr. Chen, Li-Chieh as an executive director of the Company.
 - (b) To re-elect Mr. Li I-nan as a non-executive director of the Company.
 - (c) To re-elect Mr. Chen, Huan-Chung as an independent non-executive director of the Company.
 - (d) To re-elect Mr. Liu, Hsi-Liang as an independent non-executive director of the Company.
 - (e) To authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration for the year ending 31 December 2024.
4. To re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company to hold office until the conclusion of next AGM and authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business

To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5A. **“THAT:**

- (a) subject to paragraph (c) below and in substitution for all previous authorities given by the Company, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “Shares”) and to make or grant offers, agreements, options and other rights, or issue other securities including bonds, debentures and notes convertible into Shares, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements, options and other rights, or issue other securities, which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate number of Shares allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20% of the aggregate number of the Shares in issue 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 whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiry of the period within which the next annual general meeting of the Company is required to be held under the laws of Bermuda or the bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements or any recognised regulatory body or any stock exchange in, any territory outside Hong Kong Special Administrative Region of the People’s Republic of China).”

5B. “THAT:

- (a) the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all powers of the Company to purchase the shares of the Company (the “Shares”), subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiry of the period within which the next annual general meeting of the Company is required to be held under the laws of Bermuda or the bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- 5C. “**THAT** conditional upon the ordinary resolution designated “5B” in this notice of general meeting being passed (with or without amendments), the general mandate granted to the Directors of the Company to issue, allot and deal with any additional Shares pursuant to ordinary resolution designated “5A” above be and is hereby extended by the addition thereto of the total number of Shares which may be purchased by the Company under the authority granted pursuant to ordinary resolution designated “5B” above, provided that such number of Shares so purchased shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

To consider and, if thought fit, pass, with or without amendments, the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

- 6A. “**THAT** the existing bye-laws of the Company (the “Existing Bye-laws”) be and is hereby amended as follows:
- (a) the Existing Bye-law 2 be amended by:
 - (i) inserting the following new sub-paragraph (l):

“(m) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as appropriate;”, and
 - (ii) re-alphabetising the existing sub-paragraphs (m) to (p) as sub-paragraphs (n) to (q) accordingly.
 - (b) the Existing Bye-law 151 be amended by deleting the words “, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents”.
 - (c) the Existing Bye-law 158(1)(e) be amended by:
 - (i) replacing the cross-reference to the Existing Bye-law 158(5) with Bye-law 158(4), and

NOTICE OF ANNUAL GENERAL MEETING

- (ii) deleting the words “, subject to the Company complying with the Statues and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person” and replacing them with “without the need for any additional consent or notification”.

- (d) the Existing Bye-law 158(1)(f) be amended by deleting the words “, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”)” and replacing them with “without the need for any additional consent or notification”.

- (e) the Existing Bye-law 158(2) be deleted in its entirety and the Existing Bye-law 158(3) to Bye-law 158(6) be re-numbered accordingly as Bye-law 158(2) to Bye-law 158(5).

- (f) After the re-numbering of (e) above, the re-numbered Bye-law 158(4) be amended by replacing the words “to receive notice form” with “to receive notice from” on line 1.

- (g) the Existing Bye-law 159(b) be amended by:
 - (i) deleting the full stop in the first sentence, and
 - (ii) deleting the last sentence “A Notice placed on the Company’s website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member”.

- (h) the Existing Bye-law 159(c) be deleted in its entirety and replaced with the following:
 - “(c) if placed or published on either the Company’s website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;”.

- (i) the Existing Bye-law 160(1) be amended by deleting the words “by post to or left at the registered address of any Member in pursuance of” in the first two lines and replacing them with “in any manner permitted by”.

NOTICE OF ANNUAL GENERAL MEETING

- (j) the Existing Bye-law 160(2) be amended by adding the words “via any electronic means or” before the words “through the post” in the second line, adding the words “electronic or postal” before the words “address, if any, supplied for the purpose” in the fifth line and deleting the word “an” in the parentheses and replacing it with “electronic or postal”.

6B. **“THAT**, subject to passing of special resolution designated “6A” above, a new set of bye-laws of the Company which consolidates all of the proposed amendments referred to in resolution designated “6A” above (the “New Bye-laws”), a copy of which has been tabled at the meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, be and is hereby approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-laws with immediate effect and that any one director of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Bye-laws.”

By Order of the Board
Yu Huan-Chang
Chairman

Hong Kong, 23 April 2024

Principal Place of Business:

22nd Floor, C-Bons International Center,
108 Wai Yip Street,
Kwun Tong, Kowloon, Hong Kong

Notes:

1. At the AGM, the chairman of the meeting will put each of the above ordinary resolutions and special resolutions to be voted by way of a poll under the Existing Bye-law 66.
2. For the purpose of ascertaining entitlement to attend and vote at the AGM (the “Entitlement to AGM”), the register of members of the Company (the “Register of Members”) will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 20 May 2024. The record date for Entitlement to AGM will be Friday, 24 May 2024.
3. For the purpose of ascertaining entitlement to the proposed final dividend (the “Entitlement to Final Dividend”), the Register of Members will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend payable on Friday, 21 June 2024, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 3 June 2024. Dividend warrants will be despatched on Friday, 21 June 2024. The record date for Entitlement to Final Dividend will be Tuesday, 4 June 2024.

NOTICE OF ANNUAL GENERAL MEETING

4. A member entitled to attend and vote at the AGM by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
5. 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 such power of attorney or authority, must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
6. Where there are joint holders of any Share, any one of such persons may vote at the AGM either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of such joint holding.
7. A form of proxy for use in connection with the AGM is enclosed.
8. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted, or post-super typhoon "extreme conditions" exist, or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by a supplementary notice, posted on the respective website(s) of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or "extreme conditions" or a black rainstorm warning signal is cancelled at or before 7:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Members should decide whether they would attend the AGM under bad weather condition and if they do so, they are advised to exercise care and caution.
9. References to time and date in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises:

Executive Directors

Mr. Yu Huan-Chang (Chairman), Mr. Hu, Chia-Ho and Mr. Chen, Li-Chieh (Chief Financial Officer)

Non-executive Directors

Ms. Tsai Patty, Pei Chun and Mr. Li I-nan

Independent Non-executive Directors

Mr. Chen, Huan-Chung, Mr. Feng Lei Ming and Mr. Liu, Hsi-Liang

Website: www.pousheng.com