

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **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 OF ANNUAL GENERAL MEETING**

**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.

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.

“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.”

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 (m) after 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

(ii) 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 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”.
- (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.
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. 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.

8. 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](http://www.pousheng.com)*