

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



**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,  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
GENERAL MANDATES TO ISSUE NEW SHARES  
AND TO REPURCHASE SHARES,  
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, 22 May 2026 at 22nd Floor, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong is set out on pages 15 to 18 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.**

22 April 2026

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

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I – PARTICULARS OF RETIRING DIRECTORS SUBJECT TO RE-ELECTION</b> .....	8
<b>APPENDIX II – PARTICULARS OF INDEPENDENT NON-EXECUTIVE DIRECTOR TO BE APPOINTED AT THE ANNUAL GENERAL MEETING</b> .....	10
<b>APPENDIX III – EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE</b> .....	11
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	15

---

## DEFINITIONS

---

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened at 10:00 a.m. on Friday, 22 May 2026 at 22nd Floor, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, notice of which is set out on pages 15 to 18 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
“Bye-laws”	the bye-laws of the Company, as amended, modified or otherwise supplemented from time to time
“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
“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
“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”	16 April 2026, 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
“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 and subsequently amended on 28 October 2025
“PCC”	Pou Chen Corporation, a company incorporated in Taiwan with limited liability whose shares are listed on the TWSE and which holds approximately 51.36% of the issued share capital of Yue Yuen as at the Latest Practicable Date

---

## DEFINITIONS

---

“PRC”	the People’s Republic of China
“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 “Proposed 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 “Proposed 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
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules
“TWSE”	the Taiwan Stock Exchange Corporation
“Wealthplus”	Wealthplus Holdings Limited, a company incorporated under the laws of British Virgin Islands with limited liability, which is wholly-owned by PCC and is interested in more than one third of the issued shares of Yue Yuen
“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 62.67% 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:**

*Non-executive Directors*

Chiu, Hui-Yao (*Chairman*)  
Tsai Patty, Pei Chun  
Li I-nan

*Executive Directors*

Hu, Chia-Ho  
Chang, Su-Ching (*Chief Executive Officer*)  
Chen, Li-Chieh (*Chief Financial Officer*)

*Independent Non-executive Directors*

Chen, Huan-Chung  
Feng Lei Ming  
Liu, Hsi-Liang

**Registered Office:**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

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

22 April 2026

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
GENERAL MANDATES TO ISSUE NEW SHARES  
AND TO REPURCHASE SHARES,  
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) appointment of independent non-executive Director; and
- (c) 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.

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 84 of the Bye-laws, Mr. Li I-nan, Mr. Chen, Huan-Chung and Mr. Liu, Hsi-Liang will retire as Directors by rotation at the AGM. Mr. Chen, Huan-Chung will not offer himself for re-election and will retire from the Board with effect from the conclusion of the AGM. Upon his retirement, he will also cease to be the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee of the Company with effect from the conclusion of the AGM. Mr. Li I-nan and Mr. Liu, Hsi-Liang, being eligible, will offer themselves for re-election as Directors at the AGM.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Li I-nan and Mr. Liu, Hsi-Liang to the Board for it to recommend to Shareholders for re-election at the AGM.

The nominations were made in accordance with the Nomination Policy for Directors and the measurable objectives criteria (including but not limited to gender, age, ethnicity, 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. Li I-nan and Mr. Liu, Hsi-Liang for the Board and Board committee responsibilities and their commitment to their roles. For the re-election of Mr. Liu, Hsi-Liang as the independent non-executive Director, the Nomination Committee has considered (i) his corporate governance and financial-related working experience, academic background and his directorships in other overseas listed companies, especially acting as a member of the audit committee and sustainable development and risk management committee of an overseas listed company; and (ii) the factors in connection with Mr. Liu, Hsi-Liang's independence as set out in Rule 3.13 of the Listing Rules and his confirmation that he meets these independence criteria. (Information of the Directors' attendance record at the Board/committee/general meetings is disclosed in the 2025 annual report of the Company.)

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 and the Nomination Committee are of the view that the experience, background, skills and knowledge of the retiring Directors will contribute diverse perspectives to the Board and the Board considered that the re-election of the retiring Directors is in the best interest of the Company and Shareholders as a whole, and resolved to recommend the retiring Directors, Mr. Li I-nan 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. Li I-nan and Mr. Liu, Hsi-Liang are set out in Appendix I to this circular.

---

## LETTER FROM THE BOARD

---

### PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 11 March 2026 (the “Announcement”) in relation to, among others, the proposed appointment of Ms. Leung Pui Yee (“Ms. Leung”). As disclosed in the Announcement, the Board has proposed to appoint Ms. Leung as an independent non-executive Director of the Company to fill the casual vacancy on the Board following the retirement of Mr. Chen, Huan-Chung. The proposed appointment of Ms. Leung is subject to the approval by the Shareholders at the AGM by way of an ordinary resolution, and if approved, will effect from the conclusion of the AGM. Upon the appointment becoming effective, Ms. Leung will also act as the chairlady of the Audit Committee, a member of the Nomination Committee and Remuneration Committee.

Ms. Leung has confirmed that (i) she satisfies the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) she does not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Having considered Ms. Leung’s skills and knowledge, in particular, her professional qualifications in accounting and audit and her extensive experience in financial compliance and finance-related area, complemented by her experience serving on boards of other companies, the Board and the Nomination Committee are of the view that her appointment will bring valuable perspectives, expertise, and capabilities to the Company and enhance the Board’s diversity in skills, age and gender.

Pursuant to Rule 13.74 of the Listing Rules, particulars of Ms. Leung is set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 23 May 2025, 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 III to this circular.

### ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 15 to 18 of this circular.

### ACTION TO BE TAKEN

A form of proxy to 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 proposals for re-election of retiring Directors, the appointment of independent non-executive Director, the grant of the Shares Issue Mandate, the Repurchase Mandate and the extension of Shares Issue Mandate 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 15 to 18 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**  
**Chiu, Hui-Yao**  
*Chairman*

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

**Mr. LI I-nan**

LI I-nan, age 84, 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 of America, 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 Yue 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; and (4) does not hold any other position with the Company or any of its subsidiaries.

Under his appointment letter (and the supplemental appointment letter thereto), Mr. Li has been appointed as a non-executive Director for a period of three years expiring on 25 March 2028. 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 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 2025.

Save as disclosed above, there is no other information relating to Mr. Li which is required to be disclosed under rule 13.51(2) 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. LIU, Hsi-Liang**

LIU, Hsi-Liang, also known as Freddie LIU, aged 61, 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 of America. He is currently a director, the corporate governance officer, a senior vice president and the chief strategy officer of TPK Holding Co., Ltd. ("TPK", shares of which are listed on the TWSE), a partner of Purestone Capital Group, a director of ITH Corporation (shares of which are listed on the TWSE), an independent director, a member of the audit committee and sustainable development committee of Silergy Corp. (shares of which are listed on the TWSE), 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), and a director of Casual Restaurants Inc. (shares of which are listed on the emerging stock market of Taipei Exchange). Mr. Liu was 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 were delisted from the Toronto Stock Exchange on January 30, 2024), the chief financial officer of TPK and led TPK to be listed successfully on the TWSE in 2010. In addition, he 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; and (4) does not hold any other position with the Company or any of its subsidiaries.

Under his appointment letter (and the supplemental appointment letter thereto), Mr. Liu has been appointed as an independent non-executive Director for a period of three years expiring on 24 March 2028. 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 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 2025.

Save as disclosed above, there is no other information relating to Mr. Liu which is required to be disclosed under rule 13.51(2) 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.

The details of the proposed independent non-executive Director, chairlady of Audit Committee and member of Nomination Committee and Remuneration Committee are provided below:

**Ms. LEUNG Pui Yee**

LEUNG Pui Yee, aged 47, graduated from the Hong Kong Polytechnic University with a Bachelor of Arts degree in Accountancy. Ms. Leung has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since February 2011. She is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Ms. Leung is an independent non-executive director, the chairlady of the audit committee and a member of the nomination committee and remuneration committee of Chiho Environmental Group Limited, a company listed on the Stock Exchange since August 2024. She is a board committee member and treasurer of TTR Trailwalker Teaching Room Charity Foundation Limited, an exempted charitable organisation registered in Hong Kong since November 2021. Ms. Leung served various positions including, the financial controller, the chief financial officer and company secretary of Evergreen Products Group Limited, a company listed on the Stock Exchange between May 2011 and May 2021. In addition, she worked at an international audit firm from September 2003 to February 2011. Ms. Leung has over twenty years of extensive experience in financial compliance, treasury management, taxation, and handling other finance-related matters.

Subject to the approval by the Shareholders at the AGM by way of an ordinary resolution, Ms. Leung will enter into an appointment letter with the Company for a term of three years with effect from 22 May 2026 and will be subject to retirement by rotation and re-election in accordance with the bye-laws of the Company and the Listing Rules. Ms. Leung will be 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, which are determined by the Board with reference to her 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. Either Ms. Leung or the Company may terminate the appointment by giving no less than three months' prior notice in writing or payment in lieu.

As at the Latest Practicable Date, Ms. Leung 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, Ms. Leung (1) did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years; (2) does not have other major appointments or professional qualifications; (3) does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company; and (4) does not hold any other position with the Company or any of its subsidiaries.

Ms. Leung has confirmed that (i) she satisfies the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) she does not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there is no other information relating to Ms. Leung which is required to be disclosed under rule 13.51(2) 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 appointment of Ms. Leung.

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 5,315,514,615 Shares in issue and the Company does not have any treasury shares. 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 531,551,461 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 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. All the Shares repurchased by the Company pursuant to the Repurchase Mandate will be cancelled and will not be held as treasury shares.

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 2025) 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. Repurchases of Shares 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.

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. 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. In addition, the Company will not purchase its Shares which will reduce the total number of issued Shares of the Company in public hands falling below the prescribed threshold pursuant to the Listing Rules.

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

During the six months immediately prior to the Latest Practicable Date, the Company has repurchased a total of 10,665,000 Shares on the Stock Exchange. All the repurchased Shares have been cancelled. Particulars of the repurchases of Shares are as follows:

Date	Number of Shares repurchased	Repurchase price per Share	
		Highest (HK\$)	Lowest (HK\$)
2 January 2026	90,000	0.470	–
5 January 2026	560,000	0.475	0.470
6 January 2026	447,000	0.475	–
9 January 2026	3,850,000	0.485	–
12 March 2026	2,446,000	0.440	0.425
13 March 2026	3,272,000	0.450	0.435
	<u>10,665,000</u>		

Save as disclosed above, the Company did not purchase 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 previous twelve months up to and including the Latest Practicable Date were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2025</b>		
April	0.590	0.460
May	0.510	0.451
June	0.560	0.465
July	0.560	0.490
August	0.530	0.495
September	0.508	0.489
October	0.500	0.470
November	0.485	0.450
December	0.480	0.445
<b>2026</b>		
January	0.500	0.465
February	0.475	0.450
March	0.450	0.395
April*	0.415	0.395

\* Up to and including the Latest Practicable Date

---

## 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, 22 May 2026 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 2025 (the “Year”).
2.
  - (a) To approve the declaration of a final dividend of HK\$0.002 per share of the Company (“Share”) for the Year.
  - (b) To approve the declaration of a special dividend of HK\$0.002 per Share for the Year.
3.
  - (a) To re-elect Mr. Li I-nan as a non-executive director of the Company.
  - (b) To re-elect Mr. Liu, Hsi-Liang as an independent non-executive director of the Company.
  - (c) To appoint Ms. Leung Pui Yee as an independent non-executive director of the Company.
  - (d) To authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration for the year ending 31 December 2026.
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:

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### 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, notes convertible into Shares, or similar rights to subscribe for 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 or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate number of the Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; 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).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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; 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.”

By Order of the Board

**Chiu, Hui-Yao**

*Chairman*

Hong Kong, 22 April 2026

*Principal Place of Business:*

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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. At the AGM, the Chairman of the Meeting will put each of the above ordinary resolutions to be voted by way of a poll under the Company's 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, 19 May 2026 to Friday, 22 May 2026, 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, 18 May 2026. The record date for Entitlement to AGM will be Friday, 22 May 2026.
3. For the purpose of ascertaining entitlement to the proposed final dividend and special dividend (the "Entitlement to Final Dividend and Special Dividend"), the Register of Members will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend and special dividend payable on Tuesday, 23 June 2026, 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, 1 June 2026. Dividend warrants will be despatched on Tuesday, 23 June 2026. The record date for Entitlement to Final Dividend and Special Dividend will be Tuesday, 2 June 2026.
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. Unless otherwise announced by the Company, the AGM will be held as scheduled even when a tropical cyclone warning signal No. 8 or above or "extreme conditions" or a black rainstorm warning signal is in force or to be in force at any time on the date of the AGM.  
  
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. NO refreshment or corporate souvenir will be provided at the AGM.
10. 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:*

*Non-executive Directors*

*Mr. Chiu, Hui-Yao (Chairman), Ms. Tsai Patty, Pei Chun and Mr. Li I-nan*

*Executive Directors*

*Mr. Hu, Chia-Ho, Ms. Chang, Su-Ching (Chief Executive Officer) and Mr. Chen, Li-Chieh (Chief Financial Officer)*

*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)*