
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the accompanying second 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)

**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE PROPOSED RE-ELECTION OF
ADDITIONAL RETIRING DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 23 April 2025 (the “Circular”) and the notice dated 23 April 2025 convening an annual general meeting of the Company to be held at 10:00 a.m. on Friday, 23 May 2025 at 22nd Floor, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular. A supplemental notice of the AGM is set out on pages 7 to 8 of this supplemental circular. A second form of proxy (the “Second Proxy Form”) is also enclosed with this supplemental circular. If you are not able to attend the AGM, you are requested to complete and return the accompanying Second Proxy Form in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong (the “Branch Share Registrar”), 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 Second Proxy Form 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 Second Proxy Form shall be deemed to be revoked.

Once again, please note that NO refreshment or corporate souvenir will be provided at the AGM.

29 April 2025

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

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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

Head Office and Principal Place

of Business:

22nd Floor, C-Bons International Center

108 Wai Yip Street

Kwun Tong

Kowloon

Hong Kong

29 April 2025

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE PROPOSED RE-ELECTION OF
ADDITIONAL RETIRING DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 23 April 2025 (the “Circular”) which contains, inter alia, the notice of the AGM (the “Notice”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide the Shareholders with further information relating to the resolutions to approve the re-election of two additional retiring Directors, who were appointed after the Latest Practicable Date and accordingly will retire at the AGM pursuant to the Bye-laws, and to give the Shareholders a supplemental notice of the AGM and the Second Proxy Form.

PROPOSED RE-ELECTION OF TWO ADDITIONAL RETIRING DIRECTORS

Subsequent to the Latest Practicable Date and as disclosed in the announcement of the Company dated 22 April 2025 in relation to, inter alia, appointment of Directors, Mr. Chiu, Hui-Yao (“Mr. Chiu”) was appointed as a non-executive Director and Ms. Chang, Su-Ching (“Ms. Chang”) was appointed as an executive Director, both with effect from 22 April 2025. Pursuant to Bye-law 83(2) of the Bye-laws, Mr. Chiu and Ms. Chang who were appointed by the Board to fill a casual vacancy on the Board and as an addition to the Board shall hold office until the AGM and shall then be eligible for re-election as Directors at the AGM.

On 22 April 2025, the Nomination Committee, having reviewed the Board’s composition, nominated Mr. Chiu and Ms. Chang to the Board for it to recommend to the Shareholders for re-election at the AGM. With the nominations by the Nomination Committee and after due consideration, the Board recommended Mr. Chiu and Ms. Chang to stand for re-election as Directors at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, particulars of Mr. Chiu and Ms. Chang are set out in Appendix I to this supplemental circular.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Notice and the form of proxy (the “Proxy Form”) sent together with the Circular on 23 April 2025 do not contain the proposed resolutions in respect of the re-election of Mr. Chiu as a non-executive Director and Ms. Chang as an executive Director as set out in this supplemental circular, a supplemental notice of the AGM is set out on pages 7 to 8 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolutions.

If you are not able to attend the AGM, you are requested to complete and return the Second Proxy Form to the Branch Share Registrar, 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 (the “Closing Time”). Completion and return of the Second Proxy Form 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 Second Proxy Form shall be deemed to be revoked.

A Shareholder who has not yet lodged the Proxy Form with the Branch Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the Proxy Form should not be lodged with the Branch Share Registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the Proxy Form with the Branch Share Registrar should note that:

- (i) if no Second Proxy Form is lodged with the Branch Share Registrar, the Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Proxy Form and, in respect of the resolutions for the proposed re-election of Mr. Chiu as a non-executive Director and Ms. Chang as an executive Director as set out in the supplemental notice of the AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions.
- (ii) if the Second Proxy Form is lodged with the Branch Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder.
- (iii) if the Second Proxy Form is either incorrectly completed or is lodged with the Branch Share Registrar after the Closing Time, the Second Proxy Form will be invalid. The Proxy Form shall remain valid and the proxy appointed therein shall be entitled to vote in the manner as mentioned in (i) above.

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 and the supplemental 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.

RECOMMENDATIONS

In addition to the recommendations contained in the Circular, the Directors consider that the re-election of Mr. Chiu as a non-executive Director and Ms. Chang as an executive Director as set out in this supplemental circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favor of all resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 two additional 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. CHIU, Hui-Yao

CHIU, Hui-Yao, also known as Fred CHIU, aged 61, has been a non-executive Director and the Chairman of the Board since April 2025. He is also a director of various subsidiaries of the Company. Mr. Chiu holds a Master Degree of Information Science from National Chiao Tung University in Taiwan (now known as National Yang Ming Chiao Tung University, established in 2021 through the merger of National Chiao Tung University and National Yang Ming University). He joined PCC in 2010. He is a vice president and the chief information security officer, and was a senior director of the information technology (“IT”) department of PCC. PCC, through its interest in Yue Yuen, is deemed to be interested 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. Chiu has been in the IT industry for over 30 years and has extensive experience in the industry development, especially in the implementation of IT applications. Before joining PCC, Mr. Chiu was the vice president of IT and e-commerce department of RT-MART International Ltd. in Taiwan and the director of the Asia Competence Center of the Shanghai branch of Auchan Asia from 2001 to 2010. From 1998 to 2001, he was a partner of the technical department of Lava Limited. From 1992 to 1997, Mr. Chiu was a senior specialist of the technical department of the Taipei division of NCR Corporation, a company listed on the New York Stock Exchange.

Within the meaning of Part XV of the SFO, Mr. Chiu personally held 573,000 shares of Yuen Yuen, 132,000 of which were awarded shares of Yue Yuen granted to him pursuant to the share award scheme of Yue Yuen, which are subject to certain vesting conditions and remained unvested.

Save as disclosed above, Mr. Chiu (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 22 April 2025, Mr. Chiu has been appointed as a non-executive Director for a period of three years expiring on 21 April 2028. Mr. Chiu will not receive any director’s fee or any other remuneration from the Company but is entitled 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 as a Director 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. Chiu or the Company may terminate the appointment by giving not less than three months’ prior notice in writing.

Save as disclosed above, there is no other information relating to Mr. Chiu 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. Chiu.

Ms. CHANG, Su-Ching

CHANG, Su-Ching, aged 60, has been an executive Director, a member of the Nomination Committee and the Chief Executive Officer of the Company (the “CEO”) since April 2025. She is currently in charge of the Omni Channel Platform and Operation & Business Management Department of the Group, responsible for retail operation and digitalisation management, and leading the integration of online and offline retail platforms as to accelerate the efficiency of retail operation. In addition, she is a director of various subsidiaries of the Company. Ms. Chang graduated with a Master Degree in Finance from National Taiwan University. She joined the Group in August 2011 and was appointed as the Vice President of Finance Department in September 2011. Subsequently, Ms. Chang was re-designated as the Head of Operation & Business Management Department in 2017, and became the Head of Omni Channel Platform concurrently in 2019. She has extensive experience in finance and retail operations.

Within the meaning of Part XV of the SFO, Ms. Chang personally held 1,647,000 Shares, 800,000 of which were awarded Shares granted to her pursuant to the share award scheme of the Company, which are subject to certain vesting conditions and remained unvested.

Save as disclosed above, Ms. Chang (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 22 April 2025, Ms. Chang has been appointed as an executive Director and the CEO for a period of three years expiring on 21 April 2028. Ms. Chang will not receive any director’s fees but is entitled to (1) a salary of RMB1,000,000 per annum for her role as the CEO; (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 decided by a resolution on which a majority in number of the members of 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 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. Her appointment as a Director 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 Ms. Chang or the Company may terminate the appointment by giving no less than three months’ prior notice in writing or payment in lieu.

Save as disclosed above, there is no other information relating to Ms. Chang 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 Ms. Chang.

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of Pou Sheng International (Holdings) Limited (the “Company”) dated 23 April 2025 (the “Notice”), by which the Company convenes an annual general meeting (the “AGM”) to be held at 10:00 a.m. on Friday, 23 May 2025 at 22nd Floor, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, and this supplemental notice shall be read together with the Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Notice, the AGM will be held to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

6. (a) To re-elect Mr. Chiu, Hui-Yao (“Mr. Chiu”) as a non-executive director of the Company.
- (b) To re-elect Ms. Chang, Su-Ching (“Ms. Chang”) as an executive director of the Company.
- (c) To authorise the board of directors of the Company (the “Board”) to fix the remuneration of Mr. Chiu and Ms. Chang for the year ending 31 December 2025.

By Order of the Board
Chiu, Hui-Yao
Chairman

Hong Kong, 29 April 2025

Principal Place of Business:
22nd Floor, C-Bons International Center,
108 Wai Yip Street,
Kwun Tong, Kowloon, Hong Kong

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second form of proxy (the “Second Proxy Form”) containing the ordinary resolution numbered 6 is enclosed with the supplemental circular of the Company dated 29 April 2025 (the “Supplemental Circular”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 2 to 3 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
2. Please refer to the Notice for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and entitlement to attend and vote at the AGM, proxy and other relevant matters.

As at the date of this supplemental 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