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

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

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OSHIDORI INTERNATIONAL HOLDINGS LIMITED

威華達控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 622)

PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, SPECIFIC MANDATE TO GRANT AWARDED SHARES, REFRESHMENT OF SCHEME MANDATE LIMIT, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company to be held at The Mandarin House - Shops 202 & 203, Hyatt Centric Victoria Harbour Hong Kong, 1 North Point Estate Lane, North Point, Hong Kong on Thursday, 10 June 2021 at 10:00 a.m. is set out on pages 20 to 26 of this circular. Whether or not you intend to attend the meeting, please complete and sign the enclosed proxy form in accordance with the instructions stated thereon and return it to the Company's branch share registrar 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 the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish. In such event, the proxy form shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue
- Every attendee will be required to wear a surgical face mask throughout the AGM and sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks
- **No refreshments, drinks or souvenirs of any kind will be provided to attendees at the AGM**
- **Shareholders are advised to appoint chairman of the meeting as proxy**

Any person who does not comply with the precautionary measures will be denied entry into the AGM venue. To the extent permitted under applicable laws, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check for future announcements and updates on the AGM arrangements.

* For identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at The Mandarin House - Shops 202 & 203, Hyatt Centric Victoria Harbour Hong Kong, 1 North Point Estate Lane, North Point, Hong Kong on Thursday, 10 June 2021 at 10:00 a.m.
“AGM Notice”	the notice for convening the AGM as set out on pages 20 to 26 of this circular
“Annual Limit”	a limit equal to 3% of the Company’s issued share capital as at the date of passing of a shareholder’s resolution authorising such limit as the maximum number of Awarded Shares which can be issued under the Existing Share Award Scheme from the adoption date up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by its bye-laws or any applicable law to be held; and (iii) the revocation or variation of the approval by members of the Company in general meeting subject to refreshment annually
“Awarded Shares”	those awarded shares to be awarded to the Selected Awarded Shares Grantee(s) pursuant to the terms and conditions of the Existing Share Award Scheme
“Annual Report”	the annual report of the Company for the year ended 31 December 2020
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as may be amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Oshidori International Holdings Limited (Stock Code: 622), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	directors of the Company for the time being

DEFINITIONS

“Eligible Awarded Shares Participant(s)”	any employee (whether full time or part time), consultant, executive or officers, directors (including any executive director, non-executive director and independent non-executive director) and senior management of any member of the Group as well as any customer or supplier of the Group, who, in the sole discretion of the Board, has contributed or may contribute to the growth and development of the Group
“Excluded Awarded Shares Participant(s)”	any Eligible Awarded Shares Participant(s) who is resident in a place where the award of the Awarded Shares and/or the vesting of the Awarded Shares pursuant to the terms of the Existing Share Award Scheme is not permitted under the laws or regulations of such place or where in the view of the Board, compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Eligible Awarded Shares Participant(s)
“Existing Share Award Scheme”	the share award scheme of the Company adopted pursuant to an ordinary resolution of the Shareholders passed on 19 December 2019
“Existing Share Option Scheme”	the share option scheme of the Company adopted pursuant to an ordinary resolution of the Shareholders passed on 17 May 2012
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in Ordinary Resolution No. 4(A) up to a maximum of 10% of the total number of Shares in issue as at the date of passing of such resolution
“Resolutions”	the Ordinary Resolution(s)

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Existing Share Option Scheme, which shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Existing Share Option Scheme or of the renewal of such limit
“Selected Awarded Shares Grantee(s)”	Eligible Awarded Shares Participant(s) (excluding any Excluded Awarded Shares Participant) selected by the Board (at its absolute discretion) to participate in the Existing Share Award Scheme subject to the terms and conditions as the Board may determine
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Award Mandate”	specific mandate granted at the annual general meeting of the Company held on 5 June 2020 to the Directors to exercise all the powers of the Company to grant Awarded Shares, which shall lapse at the conclusion of the AGM
“Share Buy-Back Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities
“Share Issue Mandate”	a general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the period as set out in Ordinary Resolution No. 4(B) up to 20% of the total number of Shares in issue as at the date of passing of such resolution
“Share(s)”	share(s) of HK\$0.05 each in the share capital of the Company (or of such other nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“Terminated Scheme”	the share option scheme of the Company adopted on 24 May 2002 and terminated pursuant to an ordinary resolution of the Shareholders passed on 17 May 2012
“%”	per cent

LETTER FROM THE BOARD



OSHIDORI INTERNATIONAL HOLDINGS LIMITED

威華達控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 622)

Executive Directors:

Ms. WONG Wan Men Margaret

Mr. WONG Yat Fai

Non-executive Directors:

Mr. Alejandro YEMENIDJIAN (*Non-Executive Chairman*)

Hon. Joseph Edward SCHMITZ

Mr. SAM Nickolas David Hing Cheong

Independent Non-executive Directors:

Mr. CHAN Hak Kan

Mr. CHEUNG Wing Ping

Mr. HUNG Cho Sing

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal place of business in Hong Kong:

25th Floor, China United Centre

28 Marble Road

North Point

Hong Kong

27 April 2021

To the Shareholders,

Dear Sir/Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES,
SPECIFIC MANDATE TO GRANT AWARDED SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the annual general meeting of the Company held on 5 June 2020, resolutions of the Shareholders were passed, amongst other things, to give general unconditional mandates to the Directors to exercise the powers of the Company to:

* For identification purpose only

LETTER FROM THE BOARD

- (1) repurchase Shares representing up to 10% of the total number of the issued Shares as at the date of passing of such resolution;
- (2) allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares as at the date of passing of such resolution; and
- (3) extend the general mandate for issuing Shares as mentioned in paragraph (2) above by an amount representing the total number of Shares repurchased by the Company pursuant to the general mandate granted to the Directors to repurchase Shares as mentioned in paragraph (1) above.

The above general mandates shall lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of the Ordinary Resolutions at the AGM to grant fresh general mandates to the Directors.

The purpose of this circular is to provide you with information regarding the proposals for the grant of the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the specific mandate to grant Awarded Shares, the refreshment of Scheme Mandate Limit and the re-election of retiring Directors and to seek your approval of the Resolutions relating to these matters at the AGM.

2. GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the forthcoming AGM to grant to the Directors the Repurchase Mandate, details of which are set out in the Ordinary Resolution No. 4(A) to give a fresh general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution No. 4(A) approving the Repurchase Mandate. The Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the total number of issued Shares as at the date of passing the Ordinary Resolution No. 4(A) approving the Repurchase Mandate.

An explanatory statement as required under the Share Buy-Back Rules to be sent to the Shareholders, which provides certain information regarding the Repurchase Mandate, is set out in Appendix I hereto.

3. GENERAL MANDATE TO ISSUE SHARES

Two ordinary resolutions, namely Ordinary Resolutions Nos. 4(B) and 4(C) will be proposed at the AGM to grant to the Directors (i) a general mandate to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the Ordinary Resolution No. 4(B), representing 6,113,609,139 Shares as at the Latest Practicable Date; and (ii) an extension to such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company since the grant of such general mandate up to 10% of the total number of issued Shares as at the date of passing of the Ordinary Resolution No. 4(A).

LETTER FROM THE BOARD

The existing mandate to allot, issue and deal with Shares will expire upon the conclusion of the AGM. The Directors consider that the Share Issue Mandate and the extension of the Share Issue Mandate by adding any Shares repurchased by the Company can increase the flexibility in the Company's affairs and are in the interest of the Shareholders and that the same shall continue to be adopted by the Company.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are respectively set out in Ordinary Resolutions Nos. 4(B) and 4(C).

4. SPECIFIC MANDATE TO GRANT AWARDED SHARES

Under the Existing Share Award Scheme, the Board has the right to grant to the eligible participants for up to a maximum aggregate of 581,176,628 Awarded Shares, representing 10% of the Shares in issue as at 19 December 2019, being the date of the adoption of the Existing Share Award Scheme. Subject to the Annual Limit, the maximum number of awarded shares which may be awarded by the Board in any financial year shall not be more than 3% of the issued share capital of the Company provided that if the Annual Limit is not fully utilised in any financial year, further awarded shares may be awarded by the Board in subsequent financial year(s) up to such Annual Limit. The Annual Limit may be refreshed by Shareholders who are permitted under the Listing Rules to vote at a general meeting of the Company so that the Annual Limit refreshed shall not exceed 3% of the issued share capital of the Company as at the date of the general meeting approving such refreshment. The maximum aggregate number of the shares which may be awarded to a selected grantee under the Existing Share Award Scheme shall not exceed 1% of the issued share capital of the Company from time to time. As at the Latest Practicable Date, there is no other share award scheme other than the Existing Share Award Scheme.

At the annual general meeting of the Company held on 5 June 2020, the Share Award Mandate was granted to the Directors to exercise all the powers of the Company to grant Awarded Shares. Such mandate will lapse at the conclusion of the AGM. The Directors wish to propose an ordinary resolution at the AGM to give the Directors a specific mandate to grant Awarded Shares in respect of a maximum number underlying that is equivalent to 3% of the Shares in issue as at the date of the AGM seeking approval from the Shareholders to refresh the Annual Limit during the applicable period.

Since the date of the adoption of the Existing Share Award Scheme and as at the Latest Practicable Date, the Company has granted 95,000,000 Awarded Shares under the Existing Share Award Scheme, representing approximately 1.55% of the total number of Shares in issue as at the Latest Practicable Date, all of which shall be vested on 22 January 2024, i.e. the fourth anniversary of the date of the grant of the Awarded Shares (i.e. 22 January 2020).

LETTER FROM THE BOARD

The Directors consider that the Company should obtain a specific mandate to grant Awarded Shares and refresh the Annual Limit such that the maximum number of Awarded Shares to be awarded in the relevant refreshed period (excluding the Awarded Shares that have been cancelled or lapsed) represent 3% of the Company's issued share capital as at the date of the forthcoming AGM approving such refreshment, so as to (i) recognise the contributions by certain eligible participants and to provide them with incentives in order to retain them for the continual operation and development of the Group's existing and other new potential business including integrated resort development; and (ii) attract suitable personnel with relevant experience in the Group's existing and other new potential business including integrated resort development. Details of the specific mandate to grant Awarded Shares and the refreshment of the Annual Limit of the Existing Share Award Scheme are set out in Ordinary Resolution No. 6.

The refreshment of the Annual Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of the Annual Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Awarded Shares (representing a maximum of 3% of the Shares in issue as at the date of the AGM approving the refreshment of Annual Limit) which may fall to be issued under the refreshed Annual Limit.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Awarded Shares which may be issued under the aforesaid refreshed Annual Limit of the Share Award Scheme.

5. REFRESHMENT OF SCHEME MANDATE LIMIT

Under the Existing Share Option Scheme and the applicable Listing Rules, the total number of shares which may be issued upon exercise of all the options to be granted under Existing Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the shares in issue as at the date of approval of the Existing Share Option Scheme. As at the Latest Practicable Date, there is no other share option scheme other than the Existing Share Option Scheme. The Scheme Mandate Limit was refreshed on 5 June 2020, pursuant to which the Company was authorised to grant options to subscribe for up to a maximum of 611,360,913 Shares, being 10% of the total issued Shares of the Company on 5 June 2020.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 252,000,000 valid and outstanding options carrying rights to subscribe for an aggregate of 252,000,000 Shares under the Existing Share Option Scheme, representing approximately 4.12% of the total issued Shares as at the Latest Practicable Date. Among the 252,000,000 outstanding options, 72,000,000 options were granted on 29 March 2019, 120,000,000 options were granted on 22 January 2020 and 60,000,000 options were granted on 9 June 2020. There were 803,360,913 shares which may be issued upon exercise of all options granted and to be granted under the Existing Share Option Scheme, representing 13.14% of the issued shares of the Company as at the Latest Practicable Date. Since the latest date of refreshment and as at the Latest Practicable Date, no options were exercised or cancelled.

The Directors consider that the Company should refresh the Scheme Mandate Limit of the Existing Share Option Scheme in accordance with the Company's issued Share capital as at the date of the AGM, so that the Company will have greater flexibility to (i) recognise and acknowledge the contributions of that eligible persons have (or may have) made or may make to the Group (whether directly or indirectly); (ii) attract and retain and appropriately remunerate the best possible quality of employees and other eligible persons; (iii) motivate the eligible persons to optimise their performance and efficiency for the benefit of the Group; (iv) enhance its business, employee and other relations; and/or (v) retain maximum flexibility as to the range and nature of rewards and incentives which the Company can offer to eligible persons. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole.

Subject to the approval of the Shareholders at the AGM and the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of options granted under the renewed Scheme Mandate Limit, on the basis of 6,113,609,139 Shares in issue as at the Latest Practicable Date, and assuming that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be entitled to grant further options under the Existing Share Option Scheme and other share option schemes of the Company carrying rights to subscribe for up to 611,360,913 Shares, being 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM. Details of the refreshment of Scheme Mandate Limit are set out in Ordinary Resolution No. 5.

The options previously granted under the Existing Share Option Scheme, the Terminated Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms thereof) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. The number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Existing Share Option Scheme, the Terminated Scheme and all other share options schemes of the Company must not, in aggregate, exceed 30% of the issued Shares from time to time.

LETTER FROM THE BOARD

The refreshment of Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of the AGM approving the refreshment of Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may be issued upon the exercise of the options to be granted under the aforesaid refreshed limit of the Existing Share Option Scheme.

6. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Ms. Wong Wan Men Margaret and Mr. Wong Yat Fai, being the executive Directors, Mr. Alejandro Yemenidjian (Non-Executive Chairman), Hon. Joseph Edward Schmitz and Mr. Sam Nickolas David Hing Cheong, being the non-executive Directors and Messrs. Cheung Wing Ping, Hung Cho Sing and Chan Hak Kan, being the independent non-executive Directors.

In accordance with Bye-law 84(1) of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation.

Pursuant to Bye-law 83(2) of the Bye-laws, any Director appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting. Accordingly, Mr. Alejandro Yemenidjian, being a newly appointed non-executive Director, shall be eligible for re-election at the AGM.

LETTER FROM THE BOARD

Pursuant to Bye-law 84(2), retiring Directors shall be eligible for re-election and the Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall include those other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. Accordingly, Messrs. Wong Yat Fai, Chan Hak Kan and Hung Cho Sing, being the Directors longest in office since their last re-election or appointment, shall retire by rotation at the AGM and, being eligible, would offer themselves for re-election at the AGM.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II hereto.

7. ANNUAL GENERAL MEETING

The AGM Notice which contains, inter alia, the Ordinary Resolutions for the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the specific mandate to grant Awarded Shares, refreshment of Scheme Mandate Limit and the re-election of the retiring Directors are set out on pages 20 to 26 of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Pursuant to the Listing Rules, any vote of Shareholders taken at the AGM to approve the resolutions proposed must be taken by poll, and an announcement will be made by the Company after the AGM on the poll results of the AGM.

8. ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete and sign the proxy form in accordance with the instructions stated thereon and return it to the Company's branch share registrar 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 of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be). In such event, the proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who 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 not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

10. RECOMMENDATION

The Directors believe that the proposals for the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the specific mandate to grant Awarded Shares, the refreshment of Scheme Mandate Limit and the re-election of the retiring Directors are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that you should vote in favour of all relevant resolutions to be proposed at the AGM.

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By Order of the Board
Oshidori International Holdings Limited
Wong Wan Men Margaret
Executive Director

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions. This appendix serves as an explanatory statement, as required to be sent to Shareholders in connection with the proposed general mandate for repurchase of Shares by the Share Buy-Back Rules.

2. REASONS FOR REPURCHASE OF SHARES

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/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. SHARE CAPITAL

Based on the 6,113,609,139 Shares in issue as at the Latest Practicable Date, and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 611,360,913 Shares during the period as set out in the Ordinary Resolution No. 4(A), representing not more than 10% of the total number of Shares in issue as at the Latest Practicable Date.

4. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company and the Bye-laws and the applicable laws of Bermuda and Hong Kong. It is proposed that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed from available cash flow or working capital facilities of the Company and its subsidiaries. The Companies Act provides that the amount payable in connection with a repurchase of Shares may only be paid out of the capital paid up on such Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose. Such repurchase may only be made if on the effective date of purchase, there are no reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its debts as they fall due.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2020 contained in the Annual Report) in the event that the powers granted pursuant to the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest (HK\$)	Lowest (HK\$)
April 2020	0.680	0.530
May 2020	0.860	0.540
June 2020	0.980	0.720
July 2020	1.040	0.940
August 2020	0.960	0.810
September 2020	0.930	0.810
October 2020	0.890	0.670
November 2020	0.800	0.640
December 2020	0.670	0.590
January 2021	0.720	0.550
February 2021	0.830	0.610
March 2021	0.740	0.610
April 2021 (up to the Latest Practicable Date)	0.640	0.540

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM and exercised by the Board.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that it/he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders and exercised by the Board.

The Repurchase Mandate will expire upon the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act or any other applicable laws of Bermuda to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by the Ordinary Resolution No. 4(A).

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, 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 (within the meaning under the Takeovers Code), depending on the level of and increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members maintained under section 336 of the SFO, Peak Trust Company – NV was interested in 1,151,976,600 Shares, representing approximately 18.84% of the issued Shares. Peak Trust Company – NV is the trustee of Oshidori Kyushu Children's Trust, which was set up for the benefits of the Kyushu Oshidori Children's Foundation. Ms. Mak Siu Hang Viola together with her associates were interested in 575,003,000 Shares, representing approximately 9.41% of the issued Shares. Based on such interest and in the event that the Directors exercise in full the power to repurchase Shares (excluding the Shares held by the substantial Shareholders) under the Repurchase Mandate, the interest of Ms. Mak Siu Hang Viola together with her associates in the Company will be increased to approximately 10.45% of the issued Shares and the interest of Peak Trust Company – NV will be increased to approximately 20.94% of the issued Shares. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate. The Directors have no intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the number of Shares held by the public will not fall below 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company in the six months preceding the Latest Practicable Date.

The details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

(1) MR. ALEJANDRO YEMENIDJIAN

Mr. Alejandro Yemenidjian (“Mr. Yemenidjian”), also known as Alex Yemenidjian, aged 65, has been appointed as a non-executive director of the Company and the non-executive chairman of the Board on 9 June 2020. Mr. Yemenidjian has also been serving as Chief Executive Officer of Oshidori International Development Limited, an indirect wholly-owned special purpose vehicle, to lead and supervise the Company’s bid to own and operate a full-service, world class integrated resort project that includes luxury hotels, a casino, convention facilities, entertainment venues, shopping and restaurants in Nagasaki, Japan.

Mr. Yemenidjian, has over thirty years of experience as the top executive of the world’s leading movie studios, hotels and casinos.

Mr. Yemenidjian was a co-owner and served as Chairman of the Board and Chief Executive Officer of Tropicana Las Vegas Hotel & Casino, Inc. from July 2009 to September 2015, when he successfully sold the iconic resort to Penn National Gaming, Inc.

Mr. Yemenidjian served on the Board of Metro-Goldwyn-Mayer Inc. (“**MGM Studios**”) from 1997 to 2005, and acted as Chairman of the Board and Chief Executive Officer from 1999 to 2005.

Mr. Yemenidjian also served for 16 years on the Board of Directors of MGM Resorts International, Inc. (“**MGM**”) (formerly MGM Grand, Inc. and MGM Mirage Resorts, Inc.) from 1989 to 2005 and was its President from 1995 to 1999. He also served MGM in other capacities, including as Chief Operating Officer from 1995 until 1999 and as Chief Financial Officer from 1994 to 1998.

During Mr. Yemenidjian’s tenure, MGM’s portfolio included some of the most renowned integrated destination resorts in the world, including MGM Grand Las Vegas, MGM Grand Macau, Bellagio, Mirage and New York-New York.

Mr. Yemenidjian also served as an executive of Tracinda Corporation from 1990 to 1997 and again during 1999. Tracinda Corporation was owned by the late Kirk Kerkorian (“**Mr. Kerkorian**”), was the majority shareholder of both MGM Studios and MGM, and at one point was one of the largest shareholders of Chrysler and General Motors. Mr. Yemenidjian served as Mr. Kerkorian’s right-hand man for 16 years.

Prior to 1990, Mr. Yemenidjian was the managing partner of Parks, Palmer, Turner & Yemenidjian, Certified Public Accountants.

Mr. Yemenidjian currently serves as Chairman and Chief Executive Officer of GAST Enterprises, Ltd. (formerly Armenco Holdings LLC), a private investment company. He is also the lead director and chairman of the compensation committee of Guess?, Inc. (stock code: GES), a company listed on the New York Stock Exchange; a trustee of Baron Investment Funds Trust and Baron Select Funds, both mutual funds. And was a director of Green Thumb Industries Inc. (stock code: GTII), a company listed on the Canadian Securities Exchange, from June 2019 to December 2020.

Mr. Yemenidjian has a Master's degree in Business Taxation from the University of Southern California and a Bachelor's degree in Business Administration and Accounting from California State University, Northridge. He served as an Adjunct Professor of Taxation at the University of Southern California Graduate School of Business.

Other than those disclosed above, Mr. Yemenidjian does not hold any directorships in public companies listed in Hong Kong or overseas in the last three years preceding the date of his appointment and he does not have any relationship with other directors, senior management, or substantial or controlling shareholders of the Company. Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules relating to the appointment of Mr. Yemenidjian as a non-executive chairman and non-executive director of the Company and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Pursuant to the service agreement entered into between GAST Enterprises, Ltd., a company wholly-owned by Mr. Yemenidjian and the Company on 9 June 2020, Mr. Yemenidjian is entitled to an annual salary of USD1,000,000.00 (equivalent to approximately HK\$7,750,000) and a discretionary bonus which are determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Yemenidjian did not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders nor had any interest in Shares within the meaning of Part XV of the SFO.

(2) MR. WONG YAT FAI

Mr. Wong Yat Fai (“Mr. Wong”), aged 61, has been appointed as an executive director of the Company since 19 April 2017. He holds a professional diploma in banking from The Hong Kong Polytechnic University. Mr. Wong has over 13 years of working experience in an international banking group. Mr. Wong has not held any directorships in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years.

Mr. Wong has not entered into any service contract in relation to his directorship with the Company, nor been appointed for specific terms, but is subject to retirement and re-election under the provisions of bye-laws of the Company. Mr. Wong is entitled to annual salary of HK\$600,000 and a year-end discretionary bonus which are determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to Mr. Wong’s duties and responsibilities within the Company, the Company’s performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Wong did not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders nor had any interest in Shares within the meaning of Part XV of the SFO.

(3) MR. CHAN HAK KAN

Mr. Chan Hak Kan (“**Mr. Chan**”), aged 44, has been appointed as an independent non-executive director of the Company, a member of the audit committee, nomination committee and remuneration committee of the Company since 6 April 2017. Mr. Chan has been a member of Hong Kong Legislative Council and Hong Kong Marine Fish Scholarship Fund Advisory Committee since October 2008 and April 2011, respectively. Mr. Chan graduated from The Chinese University of Hong Kong with a Bachelor of Social Science (Hons) (Government and Public Administration) degree in 1997 and a Master of Social Science (Law and Public Affairs) degree in 2003. From 2000 to 2003, Mr. Chan served as an elected member of the Sha Tin District Council. Mr. Chan was appointed as a member of Hong Kong Community Involvement Committee on Greening from 2011 to 2017. From 2011 to 2016, Mr. Chan served as a member of Hong Kong Fish Marketing Advisory Board. In 2012, Mr. Chan was appointed as a Justice of the Peace by the Chief Executive of Hong Kong. Mr. Chan is an independent non-executive director of Imagi International Holdings Limited (stock code: 585), the securities of which are listed on the main board of the Stock Exchange and an independent non-executive director of Xinyi Electric Storage Holdings Limited (stock code: 8328), the securities of which are listed on the GEM of the Stock Exchange. Save as disclosed above, Mr. Chan has not held any directorship in other listed public companies in the last three years in Hong Kong or overseas.

Pursuant to a letter of appointment entered into between Mr. Chan and the Company on 6 April 2017 and renewed subsequently on 29 December 2017, 31 December 2018, 31 December 2019 and 31 December 2020, Mr. Chan acts as an independent non-executive director of the Company for a term until 31 December 2021. Mr. Chan is subject to retirement and re-election under the provisions of the Bye-laws and is entitled to an annual remuneration of HK\$250,000 payable in two equal instalments which is determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his duties and responsibilities within the Company, the Company’s performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Chan did not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders nor had any interest in Shares within the meaning of Part XV of the SFO.

(4) MR. HUNG CHO SING

Mr. Hung Cho Sing (“**Mr. Hung**”), aged 80, has been appointed as an independent non-executive director and a member of each of audit committee, remuneration committee and nomination committee of the Company since 6 April 2017. He has over 30 years of experience in the film distribution industry. Mr. Hung was the founder and general manager of Delon International Film Corporation since June 2004. Mr. Hung is currently the Chairman of Hong Kong, Kowloon and New Territories Motion Picture Industry Association. In recognition of his contribution to the Hong Kong film industry, Mr. Hung was awarded the Bronze Bauhinia Star (BBS) by the Government of Hong Kong in 2005. Mr. Hung was a non-executive director of Universe Entertainment and Culture Group Company Limited (stock code: 1046) from February 2019 to 30 July 2019, the securities of which are listed on the main board of the Stock Exchange. Currently, Mr. Hung is an independent non-executive director of China Star Entertainment Limited (stock code: 326), an independent non-executive director of Unity Investments Holdings Limited (stock code: 913) and an independent non-executive director of Miko International Holdings Limited (stock code: 1247), the respective securities of which are listed on the main board of the stock Exchange. He is also an independent non-executive director of KOALA Financial Group Limited (stock code: 8226) and an executive director of the board of directors of EJE (Hong Kong) Holdings Limited (stock code: 8101), the respective securities of which are listed on the GEM of the Stock Exchange. Save as disclosed above, Mr. Hung has not held any directorships in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years.

Pursuant to a letter of appointment entered into between Mr. Hung and the Company on 6 April 2017 and renewed subsequently on 29 December 2017, 31 December 2018, 31 December 2019 and 31 December 2020, Mr. Hung acts as an independent non-executive director of the Company for a term until 31 December 2021. Mr. Hung is subject to retirement and re-election under the provisions of the Bye-laws and is entitled to an annual remuneration of HK\$250,000 payable in two equal instalments which is determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his duties and responsibilities within the Company, the Company’s performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Hung did not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders nor had any interest in Shares within the meaning of Part XV of the SFO.

NOTICE OF ANNUAL GENERAL MEETING



OSHIDORI INTERNATIONAL HOLDINGS LIMITED

威華達控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 622)

NOTICE IS HEREBY GIVEN that the annual general meeting of Oshidori International Holdings Limited (formerly known as Enerchina Holdings Limited) (the “**Company**”) will be held at The Mandarin House - Shops 202 & 203, Hyatt Centric Victoria Harbour Hong Kong, 1 North Point Estate Lane, North Point, Hong Kong on Thursday, 10 June 2021 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditors of the Company for the year ended 31 December 2020.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Alejandro Yemenidjian as a non-executive director of the Company.
 - (ii) Mr. Wong Yat Fai as an executive director of the Company.
 - (iii) Mr. Chan Hak Kan as an independent non-executive director of the Company.
 - (iv) Mr. Hung Cho Sing as an independent non-executive director of the Company.
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 December 2021.
3. To re-appoint auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company, with or without modification:

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK\$0.05 each in the share capital of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which the Directors are authorised to exercise the powers of the Company to repurchase pursuant to the approval in paragraph (a) of this resolution above shall not exceed 10% of the total number of issued Shares at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly;
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

(B) “THAT:

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional Shares and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities of the Company or (iii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement of shares or rights to acquire Shares or (iv) an issue of Shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum of association and the bye-laws of the Company, shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares, or any class of shares of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- (C) “**THAT** conditional upon the passing of resolutions Nos. 4(A) and 4(B) set out in the notice convening this meeting, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution No. 4(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the total number of issued Shares repurchased by the Company subsequent to the passing of the resolution No. 4(B), provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution).”

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass the following resolution as ordinary resolution of the Company, with or without modification:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares in the share capital of the Company (representing a maximum of 10% of the Shares in issue as at the date of passing of this resolution) which may be issued pursuant to the exercise of options granted under the Company’s share option scheme adopted on 17 May 2012 (the “**Share Option Scheme**”), the 10% limit on grant of options under the Share Option Scheme be and is hereby refreshed provided that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the Shares in issue as at the date of passing of this resolution (such number of Shares to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this resolution) (the “**Refreshed Mandate Limit**”); and any Director be and is hereby authorised to do such act and execute such document to effect the Refreshed Mandate Limit.”

6. As special business, to consider and, if thought fit, pass the following resolution as ordinary resolution of the Company, with or without modification:

“**THAT**

- (a) a specific mandate (the “**Specific Mandate**”) be and is hereby given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue new shares and/or otherwise deal with unissued shares in the Company (“**Shares**”) underlying any Awards granted under and pursuant to the terms of the Existing Share Award Scheme upon fulfilment of the vesting conditions (if any) attached to such Awards and the maximum number of new Shares underlying Awards which may be granted by the Directors during the Relevant Period (as defined below) shall not exceed three per cent. (3%) of the issued share capital of the Company as at the date of passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) for the purposes of this resolution “**Relevant Period**” means the period from the passing of this resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by its bye-laws or any applicable law to be held; and
 - (iii) the revocation or variation of the approval given by this resolution by a resolution of members of the Company in general meeting.”

By Order of the Board
Oshidori International Holdings Limited
Wong Wan Men Margaret
Executive Director

Hong Kong, 27 April 2021

As at the date of this notice, the board of directors of the Company comprises the following directors:

Executive Directors:

Ms. WONG Wan Men Margaret
Mr. WONG Yat Fai

Non-executive Directors:

Mr. Alejandro YEMENIDJIAN (*Non-Executive Chairman*)
Hon. Joseph Edward SCHMITZ
Mr. SAM Nickolas David Hing Cheong

Independent Non-executive Directors:

Mr. CHAN Hak Kan
Mr. CHEUNG Wing Ping
Mr. HUNG Cho Sing

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:

25th Floor, China United Centre
28 Marble Road
North Point
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company 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.
2. Where there are joint holders of any share any one of such joint holder may, subject to bye-law 71 of the Company's bye-laws, vote, either in person 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 any meeting 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 in respect of the joint holding.
3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Monday, 7 June 2021 to Thursday, 10 June 2021, both days inclusive, during which period no transfer of shares of the Company will be registered, for the purpose of ascertaining entitlement to attend the AGM. In order to qualify for attending and voting at the meeting, unregistered holders of share(s) of the Company should ensure that all share transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 4 June 2021.