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If you have sold or transferred all your shares in CLSA Premium Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CLSA Premium Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6877)

NOTICE OF ANNUAL GENERAL MEETING

PROPOSALS FOR (1) RE-ELECTION OF DIRECTORS; AND (2) GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

A notice convening the Company’s annual general meeting to be held at 17/F., One Pacific Place, 88 Queensway, Hong Kong on Friday, 10 May 2024 at 10:30 a.m. (Hong Kong time) (the “AGM”) (or in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 7:30 a.m. on that day, at the same time and place on Monday, 13 May 2024) or any adjournment thereof at which proposal(s) as set out on pages 18 to 22 of this circular will be considered. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Company (www.clsapremium.com) and The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Irrespective of whether you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and no less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

No refreshment and corporate gifts will be provided at the AGM.

28 March 2024

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DEFINITIONS

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

“AGM”	the Company’s annual general meeting to be held at 17/F., One Pacific Place, 88 Queensway, Hong Kong on Friday, 10 May 2024 at 10:30 a.m. (Hong Kong time) (or in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 7:30 a.m. on that day, at the same time and place on Monday, 13 May 2024) and any adjournment thereof to consider and, if thought fit, to approve, among other things, the proposals for (i) re-election of Directors; and (ii) grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate
“Article(s)”	the Company’s current articles of association
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	CLSA Premium Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the Company’s director(s)
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the number of the issued Shares as at the date of granting of the General Mandate
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	22 March 2024, 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
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the Company’s share capital or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD



CLSA Premium Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6877)

Executive Directors:

Mr. Yuan Feng (*Deputy Chief Executive Officer*)
Mr. Chung Cheuk Fan Marco

Non-executive Directors:

Mr. Li Jiong (*Chairman*)
Mr. Xu Jianqiang

Independent non-executive Directors:

Mr. Wu Jianfeng
Ms. Hu Zhaoxia
Mr. Ma Anyang

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

***Head Office and Principal Place of
Business in Hong Kong:***

Suite 810, Level 8
One Pacific Place
88 Queensway
Hong Kong

28 March 2024

To the Shareholders

Dear Sirs,

NOTICE OF ANNUAL GENERAL MEETING

PROPOSALS FOR

(1) RE-ELECTION OF DIRECTORS; AND

(2) GRANT OF GENERAL MANDATES

TO ISSUE NEW SHARES AND REPURCHASE SHARES

INTRODUCTION

This circular provides information regarding the resolutions to be proposed at the AGM, inter alia, (1) the re-election of the Directors; and (2) the grant to the Directors the General Mandate and the Repurchase Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the Company's annual general meeting held on 12 May 2023.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Article 84, at each of the Company's annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. All the retiring Directors shall be eligible for re-election.

Pursuant to the Article 83(3), any Director appointed by the Board to fill a casual vacancy shall hold office until the next Company's annual general meeting after his appointment and be subject to re-election at such meeting.

In accordance with the Article as mentioned above, each of Mr. Chung Cheuk Fan Marco, Mr. Li Jiong, Mr. Xu Jianqiang and Mr. Ma Anyang shall retire from office by rotation at the AGM. All of the abovementioned Directors, being eligible, will offer themselves for re-election as executive Director/non-executive Director/independent non-executive Director (as the case may be) at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the abovementioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or the Company's underlying shares (other than by way of rights issue or pursuant to a share option scheme for the Company's and/or any of its subsidiaries' Directors or employees or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the number of the issued Shares as at the date of granting of the General Mandate.

LETTER FROM THE BOARD

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate and authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

At the Company's annual general meeting held on 12 May 2023, general mandates were granted to the Board to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the AGM, will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 203,329,000 Shares, on the basis that the Company's existing issued share capital of 2,033,290,000 Shares remains unchanged as at the date of the AGM) (the "**Repurchase Mandate**");
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 406,658,000 Shares, on the basis that the Company's existing issued share capital of 2,033,290,000 Shares remains unchanged as at the date of the AGM); and
- (c) to extend the General Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the General Mandate (including the extended General Mandate) will continue in force until the conclusion of the next Company's annual general meeting held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of AGM as set out on pages 18 to 22 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

AGM

The notice convening the AGM to be held at 17/F., One Pacific Place, 88 Queensway, Hong Kong on Friday, 10 May 2024 at 10:30 a.m. (Hong Kong time) (or in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 7:30 a.m. on that day, at the same time and place on Monday, 13 May 2024) or any adjournment thereof at which the above proposals will be considered is set out on pages 18 to 22 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposals for (i) re-election of Directors; and (ii) grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Company (www.clsapremium.com) and the Stock Exchange (www.hkexnews.hk). Irrespective of whether you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and no less than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:30 a.m. on Wednesday, 8 May 2024 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board considers the proposals for (1) re-election of Directors; and (2) grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

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

Your attention is drawn to the information as set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
CLSA Premium Limited
Yuan Feng
Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company's issued share capital comprised 2,033,290,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 203,329,000 fully paid Shares, representing 10% of the total number of the issued Shares as at the date of passing of the resolution.

2. REASONS FOR REPURCHASES

The Directors believes that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

An exercise of the Repurchases Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors consider that such a repurchase will benefit the Company and the Shareholders as a whole. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and all applicable laws and regulations of the Cayman Islands. Pursuant to the Repurchase Mandate, the Company may repurchase Shares out of funds legally permitted to be utilised for this purpose, including profits of the Company or the proceeds of a fresh issue of shares made for the purpose of the repurchase, under the Articles and all applicable laws of the Cayman Islands.

To the extent that repurchase is funded entirely from the available cashflow or working capital facilities of the Company, there might be an adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2023 in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. 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 befitting the Company.

4. SHARE PRICES

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

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
March	0.089	0.075
April	0.077	0.060
May	–	–
June	–	–
July	–	–
August	–	–
September	–	–
October	–	–
November	–	–
December	–	–
2024		
January	–	–
February	–	–
March (up to Latest Practicable Date)	–	–

Note: Trading in the Shares has been suspended with effect from 9:00 a.m. on Tuesday, 25 April 2023, immediately prior to the trading suspension, the closing price of the Shares as quoted on the Stock Exchange on 24 April 2023 was HK\$0.070 per Share.

5. IMPLICATIONS UNDER THE TAKEOVERS CODE

If, on the exercise of the power to repurchase 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 of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, so far as the Directors were aware, the Repurchase Mandate, if granted and exercised in full, would not give rise to any obligation on any existing Shareholder to make a mandatory offer under the Takeovers Code.

However, the Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the company's issued shares would be in public hands. The Board therefore will not propose to repurchase Shares if it would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

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) have any present intention to sell any Shares to the Company under the Repurchase Mandate in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands and the Articles.

7. SHARE REPURCHASES MADE BY THE COMPANY

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

(1) MR. CHUNG CHEUK FAN MARCO**Position and experience**

Mr. Chung Cheuk Fan Marco (“**Mr. Chung**”), aged 44, has been appointed as an Executive Director since 5 July 2021 and is currently the Head of Legal and Compliance of the Company and he has joined the CLSA group as the Group Head of Legal in April 2021. Prior to joining the CLSA group, Mr. Chung worked at Morgan Stanley between November 2011 to April 2021 holding various positions including Regional Head of Legal for the Investment Management Private Funds business; Regional Head of Legal for the Investment Banking Mergers and Acquisitions business; and the Regional Chief Operating Officer for the Investment Management Private Funds business. Prior to joining Morgan Stanley, Mr. Chung worked as a corporate attorney at Slaughter and May’s London and Hong Kong offices between 2004 to 2011. Mr. Chung is a qualified attorney in England & Wales, Hong Kong, Australia (New South Wales) and New Zealand. Mr. Chung obtained a Bachelor of Laws and Commerce conjoint degree from the University of Auckland.

Save as disclosed, Mr. Chung has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the service agreement entered into between the Company and Mr. Chung, his current term of office is 3 years from 5 July 2021 and will be extended for 3 years to 4 July 2027, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. He is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware, save as disclosed above, Mr. Chung does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chung was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr. Chung's annual remuneration is HK\$240,000 and is recommended by the Company's remuneration committee and approved by the Board with reference to prevailing market conditions and his roles and responsibilities in the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Chung to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chung that need to be brought to the attention of the Shareholders.

(2) MR. LI JIONG**Position and experience**

Mr. Li Jiong ("Mr. Li"), aged 54, has been appointed as a non-executive Director since 21 May 2018 and currently is the Chairman of the Board, the chairman of the Company's nomination committee and a director of certain subsidiaries of the Company. He concurrently serves as a director of CITIC Securities Overseas Investment and CITIC Securities International USA, LLC., as well as a chief treasury officer of CITIC Securities. After Mr. Li joined CITIC Securities in 1996, he had served as the manager of the international cooperation division of the information centre of China International Trust Investment Corporation (renamed to CITIC Group Corporation), manager of development department of CITIC International Cooperation Co., Ltd., manager of the bond department, deputy general manager of the treasury department and person-in-charge of the treasury department of CITIC Securities. Mr. Li obtained a bachelor's degree in International Finance from the University of International Business and Economics in 1992 and a master's degree in Business Administration from Tsinghua University in 2000.

Save as disclosed, Mr. Li has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment entered into between the Company and Mr. Li, his current term of office is 3 years from 21 May 2021 and will be extended for 3 years to 20 May 2027, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware, save as disclosed above, Mr. Li does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment entered into between the Company and Mr. Li, he is entitled to receive a Director's fee of HK\$120,000 per annum. The said emolument of Mr. Li was recommended by the Company's remuneration committee and approved by the Board with reference to prevailing market conditions and his roles and responsibilities in the Company.

On 10 March 2023, the Company received notice from Mr. Li for waiving the director's fee with effect from 1 April 2023 till the termination of his appointment as the Company's non-executive Director.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Li to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(3) MR. XU JIANQIANG**Position and experience**

Mr. Xu Jianqiang (“**Mr. Xu**”), aged 43, has been appointed as a non-executive Director since 21 May 2018 and currently is the chairman of the Company’s corporate governance committee and a director of certain subsidiaries of the Company. He currently serves as a deputy head of the equity derivatives business line of CITIC Securities, a deputy chief executive officer and a chief operating officer of CLSA group. After Mr. Xu joined CITIC Securities in August 2005, he had served as an analyst of the research department, product development manager of the equity derivatives business line, head of trading of the equity derivatives business line and head of equity derivatives of CITIC Securities International Company Limited, a head of the equity derivatives and prime brokerage business, chief executive officer of wealth management business and also the head of asset management of CLSA group. Mr. Xu obtained a bachelor’s degree in Mathematics and Applied Mathematics from Peking University in 2003 and a master’s degree in Mathematics from the University of British Columbia in 2005.

Save as disclosed, Mr. Xu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment entered into between the Company and Mr. Xu, his current term of office is 3 years from 21 May 2021 and will be extended for 3 years to 20 May 2027, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. He is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware, save as disclosed above, Mr. Xu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xu was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment entered into between the Company and Mr. Xu, he is entitled to receive a Director's fee of HK\$120,000 per annum. The said emolument of Mr. Xu was recommended by the Company's remuneration committee and approved by the Board with reference to prevailing market conditions and his roles and responsibilities in the Company.

On 10 March 2023, the Company received notice from Mr. Xu for waiving the director's fee with effect from 1 April 2023 till the termination of his appointment as the Company's non-executive Director.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Xu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Xu that need to be brought to the attention of the Shareholders.

(4) MR. MA ANYANG**Position and experience**

Mr. Ma Anyang (“**Mr. Ma**”), Justice of the Peace of New South Wales of Australia, aged 62, joined the Group in March 2024. He is the chairman of the Company’s remuneration committee and a member of each of the Company’s audit committee, nomination committee and corporate governance committee. Mr. Ma holds a Master’s degree in herbal medicine and a Doctoral degree in medicine. He is an Australian registered Chinese herbal medicine practitioner and registered Chinese herbal dispenser. Additionally, Mr. Ma currently serves as the president of the Chinese Medicine Industry Council of Australia Ltd (CMIC). He is a standing member of the Australian mirror committee (HE031) of the Technical Committee 249 Traditional Chinese Medicine (ISO/TC 249) of the International Organization for Standardization. Furthermore, Mr. Ma is also a reference group member of the Chinese Medicine Board of Australia (CMBA) and an external advisory committee member of the traditional Chinese medicine program of Western Sydney University (WSU).

Length of service

Pursuant to the letter of appointment entered into between the Company and Mr. Ma, his current term of office is 3 years from 21 March 2024, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. He is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware, save as disclosed above, Mr. Ma does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Ma was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment entered into between the Company and Mr. Ma, he is entitled to receive a Director's fee of HK\$240,000 per annum. The above emolument of Mr. Ma is recommended by the Company's Remuneration Committee and approved by the Board with reference to prevailing market conditions and his roles and responsibilities in the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Ma to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Ma that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



CLSA Premium Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6877)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of CLSA Premium Limited (the “**Company**”) will be held at 17/F., One Pacific Place, 88 Queensway, Hong Kong on Friday, 10 May 2024 at 10:30 a.m. (Hong Kong time) (or in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 7:30 a.m. on that day, at the same time and place on Monday, 13 May 2024) for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments:

1. To receive and adopt the audited consolidated financial statements, directors’ report and independent auditor’s report of the Company for the year ended 31 December 2023.
2. To re-elect Mr. Chung Cheuk Fan Marco as an executive director of the Company.
3. To re-elect Mr. Li Jiong as a non-executive director of the Company.
4. To re-elect Mr. Xu Jianqiang as a non-executive director of the Company.
5. To re-elect Mr. Ma Anyang as an independent non-executive director of the Company.
6. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
7. To re-appoint BDO Limited as the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration.

By way of special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

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8. **“THAT:**
- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options (including warrants, bonds, and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under a share option scheme of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution and this approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

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- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next Company’s annual general meeting;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next Company’s annual general meeting is required by the Articles of Association of the Company or any applicable laws to be held; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

9. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

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- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next Company’s annual general meeting;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next Company’s annual general meeting is required by the Articles of Association of the Company or any applicable laws to be held.”; and
10. “**THAT** conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”.

Yours faithfully,
By Order of the Board
CLSA Premium Limited
Yuan Feng
Executive Director

Hong Kong, 28 March 2024

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head Office and Principal place of business in

Hong Kong:
Suite 810, Level 8
One Pacific Place
88 Queensway
Hong Kong

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Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the AGM the vote of the senior holder 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 Company's register of members in respect of the joint holding.
3. 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 that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and, in any event, as to be received no later than 48 hours before the time appointed for holding the meeting (i.e. not later than 10:30 a.m. on Wednesday, 8 May 2024 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude a Company's member from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.
4. The Company's register of members will be closed from Tuesday, 7 May 2024 to Friday, 10 May 2024, both days inclusive, during the period no transfers of Company's shares will be registered. In order to qualify for attending and voting 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, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration by no later than 4:00 p.m. (Hong Kong time) on Monday, 6 May 2024.
5. In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the AGM convened by this notice will be voted on by way of poll.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the directors of the Company are:

Executive Directors:

Mr. Yuan Feng (*Deputy Chief Executive Officer*)
Mr. Chung Cheuk Fan Marco

Non-executive Directors:

Mr. Li Jiong (*Chairman*)
Mr. Xu Jianqiang

Independent Non-executive Directors:

Mr. Wu Jianfeng
Ms. Hu Zhaoxia
Mr. Ma Anyang