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

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult a 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 ANTA Sports Products Limited, you should at once hand this circular, together with the accompanying form of proxy 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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This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.



**ANTA Sports Products Limited**

**安踏體育用品有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Codes: 2020 (HKD counter) and 82020 (RMB counter)**

**CIRCULAR**

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE EXISTING  
ARTICLES OF ASSOCIATION, PROPOSED ADOPTION OF  
THE NEW ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of ANTA Sports Products Limited to be held at ANTA Operations Center, No. 99, Jiayi Road, Guanyinshan, Xiamen, Fujian Province, China at 10:00 a.m. on Wednesday, 8 May 2024 is set out on pages 26 to 32 of this circular.

A letter from the Board is set out on pages 7 to 12 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong SAR branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong SAR as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

10 April 2024

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## **GUIDANCE FOR THE ANNUAL GENERAL MEETING**

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### **ATTENDING THE ANNUAL GENERAL MEETING BY ELECTRONIC MEANS**

The Annual General Meeting will be a hybrid meeting. In addition to the traditional physical attendance at the Annual General Meeting, Shareholders have the option of attending, participating and voting at the Annual General Meeting through online access by visiting the website at <https://meetings.computershare.com/ANTAAGM2024> (the “**Online Platform**”). Shareholders participating in the Annual General Meeting using the Online Platform will also be counted towards the quorum under the Articles and they will be able to cast their votes and submit questions through the Online Platform. Votes cast through the Online Platform are irrevocable once the voting session at the Annual General Meeting ends.

The Online Platform will be open for Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the Annual General Meeting and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online Platform User Guide for the Annual General Meeting posted on the Company’s website at [ir.anta.com](http://ir.anta.com) for assistance.

#### **Login details for registered Shareholders**

Details regarding the Annual General Meeting arrangements including login details to access the Online Platform are included in the Company’s notification letter to registered Shareholders sent together with this circular.

#### **Login details for non-registered Shareholders**

Non-registered Shareholders who wish to attend, participate and vote at the Annual General Meeting using the Online Platform should (i) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the Annual General Meeting; and (ii) provide their email addresses to their Intermediaries before the time limit required by the relevant Intermediary. Details regarding the Annual General Meeting arrangements including login details to access the Online Platform will be sent by the Company’s Hong Kong SAR branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, to the email address of the relevant non-registered Shareholder provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 11:30 a.m. on Tuesday, 7 May 2024 should reach out to Computershare Hong Kong Investor Services Limited for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediaries in respect of both (i) and (ii) above.

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## **GUIDANCE FOR THE ANNUAL GENERAL MEETING**

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Shareholders should note that only one device is allowed per login. Shareholders are responsible for keeping the login details in safe custody for use at the Annual General Meeting and should not disclose them to anyone else. Neither the Company nor any of its directors, officers or agents assumes any responsibility or has any liability whatsoever in connection with the loss or transmission of the login details or any use of the login details for voting or otherwise. Shareholders should also note that an active and stable internet connection is required in order to allow them to participate, vote and submit questions through the Online Platform. It is the user's own responsibility to ensure that he have a sufficient and stable internet connection.

### **QUESTIONS AT THE ANNUAL GENERAL MEETING**

Shareholders attending the Annual General Meeting using the Online Platform will be able to submit questions relevant to the resolutions online during the Annual General Meeting. The Company will endeavour to respond to the questions at the Annual General Meeting, however due to time constraints, unanswered questions will be responded to after the Annual General Meeting as appropriate.

### **VOTING BY PROXY IN ADVANCE OF THE ANNUAL GENERAL MEETING**

The Company also reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person. Shareholders are advised to submit their completed proxy forms well in advance of the Annual General Meeting. The return of a completed proxy form will not preclude Shareholders from attending and voting in person (whether physically or by electronic means) at the Annual General Meeting or any adjournment or postponement thereof should they subsequently so wish.

#### **Submission of proxy forms for registered Shareholders**

A proxy form for use at the Annual General Meeting is enclosed with this circular. A copy of the proxy form can also be downloaded from the Company's website at [ir.anta.com](http://ir.anta.com) and Hong Kong Exchanges and Clearing Limited's HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk).

Completed proxy forms must be returned to the Company's Hong Kong SAR branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at the address stated below not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. at or before 10:00 a.m., 6 May 2024) or any adjournment or postponement thereof.

#### **Appointment of proxy for non-registered Shareholders**

Non-registered Shareholders should contact their Intermediaries as soon as possible for assistance in the appointment of proxy.

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## GUIDANCE FOR THE ANNUAL GENERAL MEETING

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### CONTACT INFORMATION

If Shareholders choosing not to attend the Annual General Meeting in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company's investor relations department as follows:

Investor Relations Department  
Email: [ir@anta.com.hk](mailto:ir@anta.com.hk)  
Tel: 852 2116 1660  
Fax: 852 2116 1590

If Shareholders have any questions relating to the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong SAR branch share registrar and transfer office as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor,  
Hopewell Centre, 183 Queen's Road East,  
Wan Chai, Hong Kong SAR  
Website: <https://www.computershare.com/hk/contact>  
Tel: 852 2862 8555  
Fax: 852 2865 0990

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## DEFINITIONS

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*In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:*

“ <b>Annual General Meeting</b> ”	means the annual general meeting of the Company to be held at ANTA Operations Center, No. 99, Jiayi Road, Guanyinshan, Xiamen, Fujian Province, China at 10:00 a.m. on Wednesday, 8 May 2024 or any adjournment thereof
“ <b>ANTA International</b> ”	means ANTA International Group Holdings Limited
“ <b>Articles</b> ”	means the articles of association of the Company
“ <b>associate(s)</b> ”	has the meaning ascribed to it under the Listing Rules
“ <b>Board</b> ”	means the board of directors of the Company
“ <b>China</b> ” or “ <b>PRC</b> ”	means the People’s Republic of China
“ <b>close associate(s)</b> ”	has the meaning ascribed to it under the Listing Rules
“ <b>Companies Act</b> ”	means the Companies Act of the Cayman Islands
“ <b>Company</b> ” or “ <b>ANTA</b> ”	means ANTA Sports Products Limited (安踏體育用品有限公司), a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange with stock codes 2020 (HKD counter) and 82020 (RMB counter)
“ <b>connected person(s)</b> ”	has the meaning ascribed to it under the Listing Rules
“ <b>core connected person(s)</b> ”	has the meaning ascribed to it under the Listing Rules
“ <b>Director(s)</b> ”	means director(s) of the Company
“ <b>Extension Mandate</b> ”	means a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be extended by the addition thereto the total number of Shares repurchased under the Repurchase Mandate
“ <b>Group</b> ”	means the Company and its subsidiaries from time to time, and “ <b>member of the Group</b> ” means any or a specific one of them

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## DEFINITIONS

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<b>“Hong Kong” or “Hong Kong SAR”</b>	means the Hong Kong Special Administrative Region of the PRC
<b>“Issue Mandate”</b>	means a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
<b>“Latest Practicable Date”</b>	means Sunday, 31 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
<b>“Listing Rules”</b>	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
<b>“New Articles”</b>	means the new set of third amended and restated articles of association of the Company with the Proposed Amendments to be adopted by the Shareholders at the Annual General Meeting
<b>“Proposed Amendments”</b>	means proposed amendments to the Articles as set out in Appendix III to this circular
<b>“Record Date”</b>	means Tuesday, 14 May 2024, being the record date for determining entitlements of the Shareholders to the proposed final dividend
<b>“Repurchase Mandate”</b>	means a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
<b>“SFO”</b>	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
<b>“Share(s)”</b>	means ordinary share(s) of HKD0.10 each in the share capital of the Company
<b>“Shareholder(s)”</b>	means holder(s) of the Share(s)
<b>“Stock Exchange”</b>	means The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“ <b>subsidiary(ies)</b> ”	has the meaning ascribed to it under the Listing Rules
“ <b>substantial shareholder</b> ”	has the meaning ascribed to it under the Listing Rules
“ <b>Takeovers Code</b> ”	means the Codes on Takeovers and Mergers and Share Buy-backs
“ <b>HKD</b> ” and “ <b>HK cents</b> ”	means Hong Kong dollars and cents respectively, the lawful currency of Hong Kong SAR
“ <b>%</b> ”	means per cent.

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LETTER FROM THE BOARD

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**ANTA Sports Products Limited**

**安踏體育用品有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Codes: 2020 (HKD counter) and 82020 (RMB counter)**

*Executive Directors:*

Mr. Ding Shizhong (*Chairman*)  
Mr. Ding Shijia (*Deputy Chairman*)  
Mr. Lai Shixian (*Co-Chief Executive Officer*)  
Mr. Wu Yonghua (*Co-Chief Executive Officer*)  
Mr. Zheng Jie  
Mr. Bi Mingwei (*Chief Financial Officer*)

*Independent non-executive Directors:*

Mr. Yiu Kin Wah Stephen *JP*  
Mr. Lai Hin Wing Henry Stephen  
Ms. Wang Jiaqian  
Ms. Xia Lian

*Registered office:*

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

*Principal place of business in*

*Hong Kong SAR:*

16/F, Manhattan Place  
23 Wang Tai Road  
Kowloon Bay, Kowloon  
Hong Kong SAR

10 April 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE EXISTING  
ARTICLES OF ASSOCIATION, PROPOSED ADOPTION OF  
THE NEW ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This circular contains information relating to the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of retiring Directors, the Proposed Amendments to the existing Articles and the proposed adoption of the New Articles as set out in Appendix III to this circular, to seek approval by the Shareholders at the Annual General Meeting in connection with, *inter alia*, such matters.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there were a total of 2,832,623,500 issued Shares, and there were outstanding convertible bonds of principal amount of EUR1,000,000,000 issued by a wholly owned subsidiary of the Company entitling the holders thereof to convert into 86,682,707 Shares.

Assuming that the proposed resolution granting the Issue Mandate to the Directors is approved, on the basis that none of the conversion rights under the outstanding convertible bonds is exercised and no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 283,262,350 Shares, without taking into account any additional Shares which may be issued pursuant to the Extension Mandate.

### REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

### EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by the addition thereto the total number of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; or (iii) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

According to Article 84 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not three or a multiple of three, 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. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. Mr. Ding Shizhong, Mr. Lai Shixian, Mr. Wu Yonghua and Mr. Zheng Jie will retire from office by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

The re-appointments of Directors named above have been reviewed by the nomination committee of the Company which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the Annual General Meeting. In addition, the committee also considered that each of their cultural background, educational background, and work experience can further contribute to the Board's diversity. As such, Mr. Ding Shizhong, Mr. Lai Shixian, Mr. Wu Yonghua and Mr. Zheng Jie will retire at the Annual General Meeting and, being eligible, offer themselves for re-election. Particulars of each of them are set out in Appendix II to this circular.

### FINAL DIVIDEND

As stated in the announcement issued by the Company dated 26 March 2024 relating to the annual results of the Group for the year ended 31 December 2023, the Board recommended the payment of a final dividend of HK115 cents per Share in respect of the year ended 31 December 2023 ("**Final Dividend**") to Shareholders whose names appear on the register of members of the Company as at 4:30 p.m. on the Record Date. The proposed Final Dividend is subject to approval by the Shareholders at the Annual General Meeting. An ordinary resolution will be proposed to the Shareholders for voting at the Annual General Meeting. If the resolution for the proposed Final Dividend is passed at the Annual General Meeting, the proposed Final Dividend will be payable on or about Monday, 27 May 2024.

Subject to the approval by the Shareholders at the Annual General Meeting, in order to qualify for the proposed Final Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong SAR branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong SAR not later than 4:30 p.m. on the Record Date.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 26 March 2024. As set out in the said announcement, the Board proposes to seek approval from the Shareholders at the Annual General Meeting for the Proposed Amendments in order to, among other things, (i) bring the existing Articles in line with the latest regulatory requirement in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to Listing Rules which took effect from 31 December 2023 (the “**Listing Rule Amendments**”); and (ii) make certain other housekeeping improvements.

A summary of major changes brought about by the Proposed Amendments in relation to the Listing Rule Amendments are set out below:

1. Amendment to article 151 will enable the Company to rely on implied consent for electronic dissemination of corporate communications in line with the Listing Rule Amendments, so that the Company can send to shareholders by way of electronic communication the directors’ report and financial statements referred to in articles 149 and 150 of the New Articles in lieu of printed copies without the need to seek individual shareholder consent (whether express or deemed consent).
2. Amendment to article 158(1) will provide for and include the concept of “actionable corporate communications” which was introduced under the Listing Rule Amendments.
3. Amendment to article 158(1)(e) will enable the Company to send or transmit corporate communication by sending or transmitting it as an electronic communication to the email address provided by a shareholder without the need to seek individual shareholder consent.
4. Amendment to article 158(1)(f) will allow publication of notice or documents by the Company on the website of the Designated Stock Exchange (as defined in the existing Articles which would include The Stock Exchange of Hong Kong Limited) in addition to the Company’s website. References to “notice of availability” will also be removed as such requirement no longer applies under the implied consent regime.
5. Existing article 158(2) will be deleted in view of the amendment to article 158(1)(f) described above.
6. Amendment to articles 159(b) & (c) reflects consequential changes to clarify the deemed service date where notice or document are sent by the Company by way of electronic communication or publication on the Company’s website or the website of the Designated Stock Exchange.

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## LETTER FROM THE BOARD

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Other housekeeping amendments to the existing Articles are also proposed, including making consequential amendments in connection with the above amendments to the existing Articles and for clarity and consistency with the other provisions of the existing Articles where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands. A summary of major changes brought about by the Proposed Amendments in relation to the housekeeping amendments are set out below:

1. New article 2(2)(j) clarifies the meaning of the right of a member to speak at an electronic meeting or hybrid meeting and the manner under which the right shall be deemed to have been duly exercised.
2. Amendment to article 44 will enable the Company to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

The Company has obtained confirmations from its legal advisers that the Proposed Amendments conform with the relevant requirements of the Listing Rules and do not violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

Details of the Proposed Amendments are set out in Appendix III to this circular and the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. The New Articles will take effect on the date on which the Proposed Amendments are approved by the Shareholders at the Annual General Meeting.

### **ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting to be held at ANTA Operations Center, No. 99, Jiayi Road, Guanyinshan, Xiamen, Fujian Province, China at 10:00 a.m. on Wednesday, 8 May 2024 is set out on pages 26 to 32 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors, the Proposed Amendments to the existing Articles and the proposed adoption of the New Articles are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that the Shareholders to vote in favour of the ordinary resolutions for approving the grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of the retiring Directors; and the special resolution for approving the Proposed Amendments to the existing Articles and the proposed adoption of the New Articles, at the Annual General Meeting.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Article 66 of the Articles.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the shareholders' eligibility to attend and vote at the Annual General Meeting, the transfer books and register of members will be closed from Friday, 3 May 2024 to Wednesday, 8 May 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong SAR branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong SAR not later than 4:30 p.m. on Thursday, 2 May 2024 for registration.

### GENERAL

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

Yours faithfully,  
For and on behalf of the Board of  
**ANTA Sports Products Limited**  
**Ding Shizhong**  
*Chairman*

*This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.*

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

## **2. ISSUED SHARES**

As at the Latest Practicable Date, there were a total of 2,832,623,500 issued Shares and there were outstanding convertible bonds of principal amount of EUR1,000,000,000 issued by a wholly owned subsidiary of the Company entitling the holders thereof to convert into 86,682,707 Shares.

Assuming that the proposed resolution granting the Repurchase Mandate to the Directors is approved, on the basis that none of the conversion rights under the outstanding convertible bonds is exercised and no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 283,262,350 Shares, which represents 10% of the total number of issued Shares as at the date of passing the resolution.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Share 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 repurchase will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

In repurchasing the Company's securities, the Company may only apply funds legally available for the purpose in accordance with the Articles, the Companies Act, and other applicable laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Companies Act, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of retained profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital.

## 5. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION OF THE COMPANY

Taking into account the current working capital position of the Company, if the Repurchase Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023 as reflected in the latest published audited financial statements of the Company. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

## 6. SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date are as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HKD</i>	<i>HKD</i>
March 2023	118.40	96.75
April 2023	114.90	94.05
May 2023	98.00	78.85
June 2023	92.15	78.45
July 2023	94.30	76.80
August 2023	93.40	76.50
September 2023	92.40	83.30
October 2023	96.00	83.00
November 2023	94.15	78.95
December 2023	82.25	71.10
January 2024	76.50	63.55
February 2024	79.45	60.20
March 2024 (up to the Latest Practicable Date)	84.95	72.25

## 7. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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, to the best of the knowledge of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely Mr. Ding Shizhong, Mr. Ding Shijia, Mr. Ding Hemu, Ms. Ding Yali, Mr. Wang Wenmo, Mr. Wu Yonghua and Mr. Ke Yufa (the "**Controlling Shareholders**") together, controlled the exercise of 55.51% voting rights in the general meeting of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate (if such shareholdings otherwise remain the same and assuming none of the conversion rights under the outstanding convertible bonds is exercised and no further Shares are issued or repurchased), the indirect shareholding of the Controlling Shareholders in the Company would increase to approximately 61.68% of the issued Shares. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

## 8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

## 9. GENERAL

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

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person of the Company has notified the Company that they have any present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is granted.

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

*The biographical details of the retiring Directors being eligible and offering themselves for re-election at the Annual General Meeting are set out below:*

**Mr. Ding Shizhong (丁世忠)**, aged 53, is the Board Chairman and an Executive Director of the Company. He plays a core leadership role in the Group's corporate strategy, talent build-up, corporate culture and operational supervision, and directly oversees the Group's mergers and acquisitions initiatives. He is the co-founder of the Group and has dedicated to leading the Group to expand and promote the domestic and overseas businesses. Mr. Ding is the chair of the board of directors of Amer Sports, Inc. (NYSE: AS), which is listed on the New York Stock Exchange and is an associated corporation (as defined under the SFO) of the Company. In recent years, he has been awarded honors by various sectors of society, including China's Top 50 Most Influential Business Leaders in 2023 by Fortune China, 100 Best-Performing CEOs in China by Harvard Business Review, and the Philanthropist of the Year in 2022 by China Charity Ranking. He is currently a vice chairman of All-China Federation of Industry and Commerce, a vice chairman of China Sporting Goods Federation, a board member of Samaranch Foundation, an adviser of the Chinese Basketball Association and a member of the Chinese Olympic Committee.

Mr. Ding is the younger brother of Mr. Ding Shijia and the brother-in-law of Mr. Lai Shixian, both being the Company's Executive Directors. He is also a director of Anta International Group Holdings Limited, a substantial shareholder of the Company.

Mr. Ding entered into a service contract with the Company for a term of three years commencing from 15 June 2022 and thereafter may be terminated by either party upon a three-month prior written notice. Mr. Ding's total emoluments recorded in 2023 was approximately RMB1,704,000, which was determined with reference to his experience and qualification.

Save as aforementioned, Mr. Ding did not hold any directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Ding as founder of the DSZ Family Trust was deemed to be interested in the 9,446,000 Shares held by Shine Well (Far East) Limited, representing 0.33% of the issued Shares, and 503,172,690 shares of Anta International, representing 34.06% of the issued shares of Anta International, held by Shine Well (Far East) Limited under the SFO. Mr. Ding was deemed to be interested in the 18,267,273 shares of Anta International, representing 1.24% of the issued shares of Anta International, held by Blossom Prospect Limited, a corporation controlled by Mr. Ding, under the SFO. A total of 1,477,500,000 Shares were directly held by Anta International and its wholly-owned subsidiaries, representing 52.16% of the issued Shares. Save as aforementioned, Mr. Ding had no other interest in the Company within the meaning of Part XV of the SFO.

Save as aforementioned, Mr. Ding is not related to any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

**Mr. Lai Shixian** (賴世賢), aged 49, is an Executive Director and one of the Co-CEOs of the Company. He is in charge of ANTA brand, all other brands except FILA brand, group procurement and a number of the Group's functions including human resources, legal, investor relations and administration. He joined the Group in March 2003 and has over 20 years of experience in administrative and financial management. Mr. Lai holds an EMBA degree from China Europe International Business School. Mr. Lai is an independent non-executive director of China Lilang Limited (stock code: 1234), a company listed on the Hong Kong Stock Exchange.

Mr. Lai is the brother-in law of Mr. Ding Shizhong and Mr. Ding Shijia, both being the Company's Executive Directors. He is also a director of Anta International Group Holdings Limited, a substantial shareholder of the Company.

Mr. Lai entered into a service contract with the Company for a term of three years commencing from 15 June 2022 and thereafter may be terminated by either party upon a three-month prior written notice. Mr. Lai's total emoluments recorded in 2023 was approximately RMB6,807,000, which was determined with reference to his experience and qualification.

Save as aforementioned, Mr. Lai did not hold any directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Lai as one of the beneficiaries of the DYL Family Trust and as the spouse of Ms. Ding Yali was deemed to be interested in the 146,189,463 shares of Anta International held by Gain Speed Holdings Limited, representing 9.89% of the issued shares of Anta International, under the SFO. A total of 1,477,500,000 Shares were directly held by Anta International and its wholly-owned subsidiaries, representing 52.16% of the issued Shares. Also, Mr. Lai was deemed to be interested in the 18,267,273 shares of Anta International, representing 1.24% of the issued shares of Anta International, held by Blossom Prospect Limited, a corporation controlled by Mr. Lai, under the SFO. Mr. Lai was deemed to be interested in the 21,694,461 shares of Anta International, representing 1.47% of the issued shares of Anta International, held by First Start Investment Limited, a corporation controlled by Mr. Lai, under the SFO. Mr. Lai as a beneficiary of a trust (other than a discretionary trust) was interested in the 280,000 awarded shares granted (but not vested), representing less than 0.01% of the issued Shares, pursuant to a share award scheme of the Company under the SFO. Mr. Lai personally held 611,955 Shares, representing 0.02% of the issued Shares. Save as aforementioned, Mr. Lai has no other interest in the Company within the meaning of Part XV of the SFO.

Save as aforementioned, Mr. Lai is not related to any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.



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**APPENDIX II**                      **PARTICULARS OF RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Save as aforementioned, Mr. Zheng did not hold any directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Zheng personally holds 950,000 Shares. Save as aforementioned, Mr. Zheng has no other interest in the Company within the meaning of Part XV of the SFO.

Mr. Zheng is not related to any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

None of the above retiring Directors have any information which is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed herein, there are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders.

The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Articles. If the serial numbering of the clauses of the existing Articles is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the existing Articles as so amended shall be changed accordingly, including cross-references.

*Note: The third amended and restated articles of association of the Company is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.*

**Clause Provisions in the New Articles (showing changes to the existing Articles and the No. parts without changes in the following provisions are shown in "...")**

1. The regulations in Table A in the Schedule to the Companies Act (As Revised 2022 Revision) do not apply to the Company.
2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite to them respectively in the second column.

<b>WORD</b>	<b>MEANING</b>
<b>“business day”</b>	<del>shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</del>
<b>“electronic communication”</b>	a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other <u>similar</u> <del>electron</del> <del>magnetic</del> means in any form through any medium.

**Clause Provisions in the New Articles (showing changes to the existing Articles and the  
No. parts without changes in the following provisions are shown in "...")**

(2) In these Articles, unless there is something within the subject or context inconsistent with such construction:

(a) ...

...

(j) references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

(j)(k) a reference to a meeting (i) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and (ii) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64E;

(k)(l) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and "participate" and "participating" in the business of a general meeting shall be construed accordingly;

(k)(m) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and

Clause Provisions in the New Articles (showing changes to the existing Articles and the parts without changes in the following provisions are shown in "...")  
No.

(m)(n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.

44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of Hong Kong dollars 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of Hong Kong dollars 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods (not exceeding in the whole thirty (30) days in each year) as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods of not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.

55. (2) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:

- (a) ...
- (b) ...
- (c) the Company, if so required by the Listing Rules, has given notice of its intention to sell such shares to, and caused advertisement in daily newspapers in accordance with the requirements of, the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.

...

Clause Provisions in the New Articles (showing changes to the existing Articles and the parts without changes in the following provisions are shown in "...")

151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.

158. (1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company by the Company (whether or not prescribed under these Articles) shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:

- (a) ...
- (b) ...
- (c) ...
- (d) ...
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5); subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;

Clause Provisions in the New Articles (showing changes to the existing Articles and the parts without changes in the following provisions are shown in "...")  
No.

(f) by publishing it on the Company’s website ~~or the website of the Designated Stock Exchange to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”);~~ or

(g) ...

(2) ~~[Intentionally Deleted] Unless prohibited by the Statutes, the notice of availability may be given by any of the means set out above other than by posting it on a website.~~

(3) ...

(4) ...

(5) ...

(6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158, may be given in the English language only or in both the English language and the Chinese language, or with the consent of or election by any Member, in the Chinese language only to such Member.

159. Any Notice or other document:

(a) ...

(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent; ~~A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;~~

**Clause Provisions in the New Articles (showing changes to the existing Articles and the**  
**No. parts without changes in the following provisions are shown in "...")**

- (c) if ~~placed~~published on the Company's website and/or the website of the Designated Stock Exchange, ~~is~~shall be deemed given or to have been served by the Company on the day ~~on which the notice, document or publication~~it first so appears on the Company's website and/or the website of the Designated Stock Exchange, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules ~~to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;~~
161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall, in the absence of express evidence to the contrary available to the person relying thereon at the relevant time, be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or in electronic form~~made electronically, subject to compliance with the Statutes and any other applicable laws, rules and regulations from time to time in force.~~

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## NOTICE OF THE ANNUAL GENERAL MEETING

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### ANTA Sports Products Limited

### 安踏體育用品有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Codes: 2020 (HKD counter) and 82020 (RMB counter)**

#### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of ANTA Sports Products Limited (the “**Company**”) will be held at ANTA Operations Center, No. 99, Jiayi Road, Guanyinshan, Xiamen, Fujian Province, China at 10:00 a.m. on Wednesday, 8 May 2024 to consider and, if thought fit, to pass the following resolutions as ordinary resolutions (with or without modifications) business:

#### ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2023;
2. to declare a final dividend of HK115 cents per ordinary share of the Company in respect of the year ended 31 December 2023;
3. to re-elect Mr. Ding Shizhong as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
4. to re-elect Mr. Lai Shixian as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
5. to re-elect Mr. Wu Yonghua as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
6. to re-elect Mr. Zheng Jie as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
7. to authorise the board of directors of the Company to fix the remuneration of the Company’s directors;
8. to re-appoint KPMG as the Company’s auditor and authorise the board of directors of the Company to fix their remuneration;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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as additional ordinary business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions (with or without modification):

9. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of HKD0.10 each in the capital of the Company (the **“Shares”** and each, a **“Share”**) and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (defined below); or (ii) the issue of Shares in respect of options and awards granted under all share schemes of the Company adopted from time to time in compliance with Chapter 17 of the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (i) 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution; and
  - (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the 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 articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong SAR or any recognised regulatory body or any stock exchange outside Hong Kong SAR).”

10. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase (or agree to repurchase) shares of HKD0.10 each in the capital of the Company (the “**Shares**” and each, a “**Share**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act (2022 Revision) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the 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 articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

11. “**THAT** conditional upon the passing of resolutions numbered 9 and 10 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 9 above be and it is hereby extended by the addition thereto the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of the total number of Shares repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 10 above.”

and, as special business, to consider and, if thought fit, pass the following resolution as a special resolution (with or without modification):

### SPECIAL RESOLUTION

12. “**THAT**:
- (a) the existing amended and restated articles of association of the Company be and are hereby amended in the manner as set out in the circular of the Company dated 10 April 2024 (the “**Circular**”);

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (b) the third amended and restated articles of association of the Company in the form produced to the Annual General Meeting and marked “A” and initialed by the chairman of the Annual General Meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be and are hereby approved and adopted as the new set of articles of association of the Company, in substitution for and to the exclusion of the existing amended and restated articles of association of the Company in their entirety, with immediate effect after the close of the Annual General Meeting; and
- (c) any one director or the company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the third amended and restated articles of association of the Company.”

By order of the Board of  
**ANTA Sports Products Limited**  
**Ding Shizhong**  
*Chairman*

Date: 10 April 2024

*Registered office:*

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

*Principal place of business in Hong Kong SAR:*

16/F, Manhattan Place  
23 Wang Tai Road  
Kowloon Bay, Kowloon  
Hong Kong SAR

*Notes:*

1. The above meeting will be a hybrid meeting. Shareholders have the option of attending, participating and voting at the meeting through online access by visiting the website at <https://meetings.computershare.com/ANTAAGM2024> (the “**Online Platform**”). Shareholders attending the above meeting using the Online Platform will also be counted towards the quorum under the articles of association of the Company and they will be able to cast their votes and submit questions through the Online Platform. Details regarding the meeting arrangements including login details to access the Online Platform are included in the Company’s notification letter to shareholders sent together with the circular of the Company dated 10 April 2024. Shareholders should note that only one device is allowed per login. Shareholders are responsible for keeping the login details in safe custody for use at the meeting and should not disclose them to anyone else. Neither the Company nor any of its directors, officers or agents assumes any responsibility or has any liability whatsoever in connection with the loss or transmission of the login details or any use of the login details for voting or otherwise. Shareholders should also note that an active and stable internet connection is required in order to allow them to participate, vote and submit questions through the Online Platform. It is the user’s own responsibility to ensure that he have a sufficient and stable internet connection.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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2. At the above meeting, the chairman of the meeting will demand a poll for every resolution put to the vote of the meeting pursuant to Article 66 of the Articles of Association of the Company.
3. Any member entitled to attend, speak and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and speak and, on a poll, vote in his stead. A proxy need not be a member of the Company.
4. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company's Hong Kong SAR branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong SAR, at least 48 hours before the time for holding the above meeting.
5. For the purpose of determining the shareholders' eligibility to attend and vote at the annual general meeting, the transfer books and register of members of the Company will be closed from Friday, 3 May 2024 to Wednesday, 8 May 2024 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending and voting at the annual general meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong SAR branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong SAR, not later than 4:30 p.m. on Thursday, 2 May 2024 for registration.
6. In relation to proposed resolution numbered 2 above, subject to the approval of the resolution, the proposed final dividend will be payable to the shareholders whose names appear on the register of members of the Company as at 4:30 p.m. on Tuesday, 14 May 2024. Subject to the approval of the resolution, in order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong SAR branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong SAR, not later than 4:30 p.m. on Tuesday, 14 May 2024 for registration.
7. In relation to proposed resolutions numbered 9 and 11 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules.
8. In relation to proposed resolution numbered 10 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of which this notice of the annual general meeting forms part.
9. In relation to proposed resolution numbered 12 above, details of the proposed amendments to the existing articles of association of the Company are set out in the Appendix III to the circular of which this notice of the annual general meeting forms part.
10. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto in the meeting, 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 of members of the Company in respect of the joint holding.
11. Delivery of an instrument appointing a proxy shall not preclude a shareholder 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.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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12. The meeting will be held on Wednesday, 8 May 2024 as scheduled regardless of whether or not an amber, red or black rainstorm warning signal or any tropical cyclone warning signal (including no. 8 or above) is in force in Hong Kong SAR at any time on that meeting day. However, in case the chairman of the board of directors of the Company considers, at his sole discretion, the physical meeting is not able to be held due to local bad weather in Xiamen, the above meeting will be adjourned or postponed. The Company will post an announcement on the Company's website at [ir.anta.com](http://ir.anta.com) and Hong Kong Exchanges and Clearing Limited's HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned or postponed meeting.
13. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.