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

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hengan International Group Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

A registered shareholder whose name is entered in the register of members of Hengan International Group Company Limited as the holder of share(s) for another beneficial shareholder should provide such beneficial shareholder with the information contained herein in compliance with applicable laws, regulations and other relevant requirements.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this document.

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.

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**恒安國際集團有限公司**  
**HENGAN INTERNATIONAL GROUP CO., LTD**

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

**(Stock code: 1044)**

Websites: <http://www.hengan.com>

<http://www.irasia.com/listcol/hk/hengan>

**(1) GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND ADOPTION OF  
THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND**  
**(4) NOTICE OF AGM**

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A notice convening the AGM of Hengan International Group Company Limited to be held at 22/F United Centre, 95 Queensway, Hong Kong on Friday, 17 May 2024 at 9:30 a.m., is set out on pages 23 to 26 of this circular.

Whether or not Shareholders intend to attend the said meeting, they are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

To the extent that there are any inconsistencies between the English version and the Chinese version of this circular, the English version shall prevail.

Hong Kong, 12 April 2024

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## DEFINITIONS

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

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| “AGM” or “Annual General Meeting”        | the annual general meeting of the Company to be held at 22/F United Centre, 95 Queensway, Hong Kong on 17 May 2024 at 9:30 a.m.;  |
| “Articles of Association”                | the Articles of Association of the Company;   |
| “associate(s)”                           | has the meaning ascribed to it under the Listing Rules;   |
| “Board”                                  | the board of Directors of the Company or a duly authorised committee of the board of Directors from time to time;   |
| “Business Day(s)”                        | a day on which the Stock Exchange is open for business of dealing in securities;  |
| “Chairman”                               | the Chairman presiding at any meeting of members or of the Board;   |
| “Companies Act”                          | the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised from time to time) of the Cayman Islands;  |
| “Company”                                | Hengan International Group Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange; |
| “controlling shareholder(s)”             | has the meaning ascribed to it under the Listing Rules;   |
| “core connected person(s)”               | has the meaning ascribed to it under the Listing Rules;   |
| “Director(s)”                            | the director(s) of the Company;   |
| “Group”                                  | the Company and its subsidiaries;   |
| “Hong Kong”                              | the Hong Kong Special Administrative Region of the People’s Republic of China;  |
| “Hui Family Trust”                       | the family trust of which Mr. Hui Lin Chit is settlor and beneficiary;  |
| “Latest Practicable Date”                | 3 April 2024, being the latest practicable date for ascertaining certain information for inclusion in this circular;  |
| “Listing Rules”                          | the Rules Governing the Listing of Securities on the Stock Exchange;  |
| “Memorandum and Articles of Association” | the Memorandum of Association and Articles of Association;  |
| “Memorandum of Association”              | the Memorandum of Association of the Company;   |

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## DEFINITIONS

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| “New Memorandum and Articles of Association” | the new Memorandum and Articles of Association of the Company incorporating and consolidating all the Proposed Amendments proposed to be adopted by the Shareholders at the AGM;   |
| “Proposed Amendments”                        | the proposed amendments to the Articles of Association set out in Appendix III to this circular;   |
| “SFO”  | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;  |
| “Share(s)”                                   | Share(s) of HK\$0.10 each in the capital of the Company or, if there has been any subsequent sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares in the ordinary share capital of the Company resulting from such sub-division, reduction, consolidation, reclassification or reconstruction; |
| “Shareholder(s)”                             | holder(s) of issued Shares;  |
| “Stock Exchange”                             | The Stock Exchange of Hong Kong Limited;   |
| “substantial shareholders”                   | has the meaning ascribed to it under the Listing Rules;  |
| “Sze’s Family Trust”                         | the family trust of which Mr. Sze Man Bok is settlor and beneficiary;  |
| “Takeovers Code”                             | the Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time;  |
| “HK\$”                                       | Hong Kong dollars; and   |
| “%”  | per cent.  |



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Websites: <http://www.hengan.com>  
<http://www.irasia.com/listcolhklhengan>

*Executive Directors:*

Mr. Sze Man Bok (*Chairman*)  
Mr. Hui Lin Chit (*Deputy Chairman*)  
Mr. Hui Ching Lau (*Chief Executive Officer*)  
Mr. Xu Da Zuo  
Mr. Sze Wong Kim  
Mr. Hui Ching Chi  
Mr. Li Wai Leung  
Mr. Xu Wenmo

*Independent Non-Executive Directors:*

Ms. Ada Ying Kay Wong, *JP*  
Mr. Ho Kwai Ching Mark  
Mr. Theil Paul Marin  
Mr. Chen Chuang

*Registered Office:*

P.O. Box 309,  
Ugland House,  
Grand Cayman,  
KY1-1104,  
Cayman Islands

*Head Office:*

Hengan Industrial City,  
Anhai Town, Jinjiang City,  
Fujian Province,  
PRC

*Place of Business in Hong Kong:*

Unit 2101D, 21st Floor,  
Admiralty Centre, Tower 1,  
18 Harcourt Road,  
Hong Kong

Hong Kong, 12 April 2024

*To the Shareholders,*

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES**
- (2) RE-ELECTION OF RETIRING DIRECTORS**
- (3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND ADOPTION OF  
THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND**
- (4) NOTICE OF AGM**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

#### (a) General mandates to issue and repurchase Shares

By ordinary resolutions of the Shareholders of Company passed on 22 May 2023, general mandates were granted to the Directors (i) to repurchase, on the Stock Exchange, ordinary shares of HK\$0.10 each in the capital of the Company up to a maximum of 10% of the aggregate nominal amount of the share capital in issue of the Company; (ii) to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total of the aggregate nominal amount of share capital in issue of the Company and the number of Shares repurchased (if any) pursuant to the aforesaid general mandate to repurchase Shares. These general mandates will expire at the conclusion of the AGM if they are not revoked or varied by an ordinary resolution of the Shareholders before the AGM. It is therefore proposed to seek your approval at the AGM to grant fresh general mandates to the Directors to exercise the above powers.

#### (b) Re-election of retiring Directors

Pursuant to Articles 99 and 116 of the Articles of Association and the Corporate Governance Code set out in Appendix C1 (formerly known as Appendix 14) to the Listing Rules, Mr. Hui Ching Lau, Mr. Xu Da Zuo, Mr. Sze Wong Kim, Mr. Xu Wenmo and Ms. Ada Ying Kay Wong will retire from office at the AGM, and being eligible, will offer themselves for re-election at the AGM. It is therefore proposed to seek your approval at the AGM to re-elect the aforesaid Directors.

Please refer to the section headed “4. RE-ELECTION OF RETIRING DIRECTORS” for further details.

The purpose of this circular is to give you, amongst other things, further information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

### 2. GENERAL MANDATE TO REPURCHASE SHARES

Under the Companies Act and the Listing Rules, listed companies are allowed to repurchase their own issued securities. The Articles of Association also enable such securities repurchases to be made. The Directors consider that the power to repurchase Shares increases flexibility in the conduct of the Company’s affairs and is in the interests of its Shareholders.

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to exercise all powers of the Company to repurchase Shares subject to the Articles of Association, the applicable laws and relevant regulatory requirements. Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the mandate as set out in Resolution No. 11 of the notice of AGM on pages 23 to 26 of this circular will be such number of Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the AGM (the “**Share Repurchase Mandate**”). A resolution authorising the extension of the mandate as set out in Resolution No. 10 of the notice of AGM to the Directors to issue additional Shares by the number of Share repurchased (if any) under the repurchase mandate (as set out in Resolution No. 11) will be proposed as Resolution No. 12 at the AGM.

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## LETTER FROM THE BOARD

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Appendix I to this circular contains the Explanatory Statement required under the Listing Rules that gives all the information reasonably necessary to enable Shareholders to make an informed decision in connection with their approval of the Share Repurchase Mandate.

### 3. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will also be proposed at the AGM for the grant of a general mandate to the Directors to issue, allot or otherwise deal with additional Shares of the Company up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution (the “**Share Issuance Mandate**”).

The Share Issuance Mandate is valid from the date of the passing of the resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or
- (c) the revocation or variation of the authority given under the resolution by ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the number of Shares in issue was 1,162,120,917 shares. Accordingly, the exercise of the Share Issuance Mandate in full would enable the Company to issue, allot or otherwise deal with an additional 232,424,183 Shares.

### 4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised Mr. Sze Man Bok, Mr. Hui Lin Chit, Mr. Hui Ching Lau and Mr. Xu Da Zuo, Mr. Sze Wong Kim, Mr. Hui Ching Chi, Mr. Li Wai Leung and Mr. Xu Wenmo as executive Directors and Mr. Theil Paul Marin, Ms. Ada Ying Kay Wong, Mr. Chen Chuang and Mr. Ho Kwai Ching Mark as independent non-executive Directors.

Pursuant to Articles 99 and 116 of the Articles of Association and the Corporate Governance Code set out in Appendix C1 (formerly known as Appendix 14) to the Listing Rules, Mr. Xu Ching Lau, Mr. Xu Da Zuo, Mr. Sze Wong Kim, Mr. Xu Wenmo and Ms. Ada Ying Kay Wong will retire from office at the AGM, and being eligible, will offer themselves for re-election at the AGM.

Ms. Ada Ying Kay Wong, being eligible for election as independent non-executive Director at the AGM, has served the Board more than nine years. She has given confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board and the Nomination Committee of the Company determined that Ms. Wong meets the criteria of independence expected of an independent non-executive Director under Rule 3.13 of the Listing Rules and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that she is elected at the AGM. Hence, the Board considers that the long service of Ms. Wong would not affect his exercise of independent judgment in his service with the Company, and proposes Ms. Ada Ying Kay Wong for re-election as an independent non-executive Director at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 5. CLOSURE OF REGISTER OF MEMBERS

#### (a) For determining the entitlement to attend and vote at the AGM

The AGM is scheduled to be held on Friday, 17 May 2024. For determining the entitlement to attend and vote at AGM, the register of members of the Company will be closed from Friday, 10 May 2024 to Friday, 17 May 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at AGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 9 May 2024.

#### (b) For determining the entitlement to the Proposed Final Dividend

The Proposed Final Dividend is subject to the approval of shareholders at the AGM. For determining the entitlement to the Proposed Final Dividend for the year ended 31 December 2023, the register of members of the Company will also be closed from Thursday, 23 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the Proposed Final Dividend, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 22 May 2024.

### 6. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to bring the Memorandum and Articles of Association in line with the latest regulatory requirement of the Listing Rules in relation to the expanded paperless listing regime and the mandatory electronic dissemination of corporate communications by listed issuers and the relevant amendments made to Listing Rules which took effect from 31 December 2023 and to incorporate certain consequential and housekeeping amendments, a special resolution will be proposed at the Annual General Meeting to approve the Proposed Amendments and to adopt the New Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association. The Proposed Amendments to the existing Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association are subject to the Shareholders' approval by way of special resolution at the Annual General Meeting and will become effective upon approval by the Shareholders.

The Proposed Amendments are set out in Appendix III to this circular. Save for the Proposed Amendments, other provisions in the Articles of Association will remain unchanged. The Chinese translation of the Proposed Amendments to the Memorandum and Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

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## LETTER FROM THE BOARD

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The legal advisers to the Company as to Hong Kong law and Cayman Islands law have respectively confirmed that the Proposed Amendments to the Memorandum and Articles of Association conform with the requirements of the Listing Rules and the applicable laws of Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

### 7. ANNUAL GENERAL MEETING

The AGM will be held at 22/F United Centre, 95 Queensway, Hong Kong on Friday, 17 May 2024 at 9:30 a.m. The notice of AGM is set out on pages 23 to 26 of this circular. Resolutions in respect of the Proposed Amendments to the Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association, the general mandates to repurchase and issue Shares and re-election of retiring of Directors as referred to above will be proposed, amongst others, at the AGM.

### 8. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy to the Company's branch share registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the AGM should you so wish.

### 9. VOTING BY POLL

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, and hence the Chairman of the meeting will demand for a poll for all resolutions put forward at the forthcoming AGM to be held on 17 May 2024.

### 10. RECOMMENDATION

The Directors believe the general mandates to repurchase and issue Shares, the re-election of retiring Directors and the Proposed Amendments to the Memorandum and Articles of Association and adoption of new Memorandum and Articles of Association are in the best interests of the Company and Shareholders as a whole, and accordingly recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

By order of the Board  
**Sze Man Bok**  
*Chairman*

**(A) PROPOSED SHARE REPURCHASE MANDATE**

It is proposed that the Directors may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as at the date of the passing of the resolution to approve the granting to the Directors the Share Repurchase Mandate. As at the Latest Practicable Date, the number of Shares in issue was 1,162,120,917 shares. Accordingly, the exercise of the Share Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue as at the date of the passing of the resolution to approve the Share Repurchase Mandate) would enable the Company to repurchase 116,212,092 shares.

**(B) REASONS FOR REPURCHASES**

Repurchases of Shares will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

**(C) FUNDING OF REPURCHASES**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. It is envisaged that the funds required for any repurchase would be derived from the Company's available cash flow or working capital facilities.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**(D) UNDERTAKING**

None of the Directors or, 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 Shares to the Company or its subsidiaries if the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make purchases pursuant to the Share Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Share Repurchase Mandate has any unusual features.

No core connected person has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.

**(E) IMPLICATION UNDER TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT**

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, the substantial shareholders of the Company, Mr. Sze Man Bok and Mr. Hui Lin Chit, were beneficially interested in an aggregate of 508,192,732 Shares, representing approximately 43.73% of the total issued share capital of the Company, which 507,617,132 Shares were held by Hang Seng Bank (Trustee) Limited and TMF (Cayman) Ltd as trustees of The Sze's Family Trust and The Hui Family Trust, being discretionary trusts established by Mr. Sze and Mr. Hui respectively, and 575,600 Shares were personally held by Mr. Sze.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, the aggregate interests of the abovesaid Shareholders would be increased to approximately 48.59% of the total issued share capital of the Company after the repurchase. The Directors believe that such increase may give rise to such Shareholders an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors do not intend to exercise the power to repurchase Shares to such extent at present. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchase made under the Share Repurchase Mandate.

Any repurchase of the Shares which results in the number of Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could not be implemented unless waiver is granted by the Stock Exchange from strict compliance requirements regarding the public float under Rule 8.08 of the Listing Rules. However, in the event that the Share Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25% of the total number of Shares in issue.

**(F) SHARE PRICES**

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

|   | Share Price            |                       |
|---|------------------------|-----------------------|
|   | Highest<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| <b>2023</b>                               |                        |                       |
| April                                     | 37.35                  | 34.90                 |
| May                                       | 36.85                  | 33.05                 |
| June                                      | 35.55                  | 32.45                 |
| July                                      | 33.00                  | 30.00                 |
| August                                    | 32.35                  | 28.50                 |
| September                                 | 30.40                  | 24.30                 |
| October                                   | 26.90                  | 23.75                 |
| November                                  | 29.30                  | 25.65                 |
| December                                  | 29.30                  | 26.55                 |
| <b>2024</b>                               |                        |                       |
| January                                   | 29.35                  | 24.00                 |
| February                                  | 25.65                  | 23.80                 |
| March                                     | 27.25                  | 22.55                 |
| April (up to the Latest Practicable Date) | 25.35                  | 24.45                 |

**(G) SHARE REPURCHASE MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not purchased any of its Shares.

## EXECUTIVE DIRECTOR

## MR. HUI CHING LAU

**Mr. Hui Ching Lau**, aged 44, appointed as Executive Director of the Company on 10 December 2020. He was further appointed as Chief Executive Officer, Authorised Representative, the Chairman of Environmental, Social and Governance Committee, a member of the Remuneration Committee and Nomination Committee of the Company on 18 August 2021. He is also a director of most of the subsidiaries of the Group. He has about 22 years of experience in corporate management and is responsible for providing planning, guidance and strategic advice on strategic development and overall management of the Group. He is currently an executive director and chairman of the board of directors of Qinqin Foodstuffs. He is the managing director of Lianjie Investments Group Limited.

Mr. Hui was a director of AGORA Hospitality Group Co., Ltd. (a company whose shares are listed on the Tokyo Stock Exchange, stock code: 9704) from 29 March 2018 to 3 December 2020. Mr. Hui was a non-executive director of China Huiyuan Juice Group Limited (“**Huiyuan Juice**”) from 29 January 2018 to 10 January 2019. Huiyuan Juice is a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange of Hong Kong (Stock code: 1886) until 18 January 2021 which the listed status were cancelled by the stock exchange, being principally engaged in production and sale of fruit juice, fruit and vegetable juice and other beverages. In October 2019, a winding-up petition and provisional liquidators application at the High Court of Hong Kong was served on Huiyuan Juice. For further details of the proceedings, please refer to the announcements of Huiyuan Juice including that dated 24 January 2019 (<https://www1.hkexnews.hk/listedco/listconews/sehk/2019/0124/ltn201901249978.pdf>), 24 October 2019 (<https://www1.hkexnews.hk/listedco/listconews/sehk/2019/1025/2019102401207.pdf>), 19 November 2020 (<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/1119/2020111901298.pdf>) and 30 November 2020 (<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/1130/2020113001375.pdf>).

Mr. Hui is a member of the 11th and 12th Fujian Provincial Committee of Chinese People’s Political Consultative Conference (“**CPPCC**”) from 2013 to 2022 and a member of the 14th National Committee of CPPCC since 2023. He is the executive vice president of the Fourth Youth Committee of All-China Federation of Returned Overseas Chinese since December 2014. Mr. Hui is also the Vice-Chairman of Fujian Federation of Industry and Commerce (11th session), an executive committee member of All-China Federation of Industry and Commerce (12th session), a standing committee member of the 10th Committee of All-China Federation of Returned Overseas Chinese, the life honorary president of the World Jinjiang Youth Association, the life honorary advisor of Federation of Jinjiang Hong Kong Associations, the life honorary chairman of the Hong Kong Federation of Fujian Associations and co-chairman of the China Paper Chamber of Commerce.

Mr. Hui graduated with a Degree of Bachelor of Arts in Accounting & Finance and Economics from the University of Kent at Canterbury in July 2001, and a Degree of Master of Science in Finance from the University of London (Imperial College of Science, Technology and Medicine) in November 2002, in the United Kingdom. He also received a Degree of Executive Master of Business Administration from Cheung Kong Graduate School of Business in September 2010 in the People’s Republic of China.

Mr. Hui is the son of Mr. Hui Lin Chit, an executive director and the Vice-Chairman of the Board of the Company. Mr. Hui is also the brother of Mr. Hui Ching Chi, an executive director of the Company.

Mr. Hui has entered into a service agreement with the Company for an initial term of three years and continuing thereafter on an annual basis until terminated by not less than three months' notice in writing served by either party. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Hui received remuneration of approximately RMB15,412,149 for the year ended 31 December 2023, which was determined with reference to his experience, responsibilities, performance and the Group's financial results.

Save as disclosed above, he is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Hui has personal interests of 1,600,000 shares and 6,300,000 share options granted under the Share Option Scheme adopted by the Company on 17 May 2021 to subscribe for 6,300,000 Shares of the Company within the meaning of Part XV of the SFO. He has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Hui has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (v) in connection with his re-election.

#### MR. XU DA ZUO

**Mr. Xu Da Zuo**, aged 57, is the Vice President of the Group and responsible for administrative management, capital operation and investment management of the Group. He was the Chief Financial Officer of the Group. Joining the Group in 1985, Mr. Xu has over 39 years of experience in accounting and internal audit. He has the title of senior accountant in the PRC. He is an elder brother of Mr. Xu Shui Shen, a former executive director of the Company.

Mr. Xu has entered into a service agreement with the Company for an initial term of three years and continuing thereafter on an annual basis until terminated by not less than three months' notice in writing served by either party. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Xu received remuneration of approximately RMB1,781,278 for the year ended 31 December 2023, which was determined with reference to his experience, responsibilities, performance and the Group's financial results.

Save as disclosed above, he does not have any relationship with any directors, senior management, substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Xu was interested in 17,710,000 Shares and held 210,000 shares options granted under the Share Option Scheme adopted by the Company on 17 May 2021 to subscribe for 210,000 Shares of the Company within the meaning of Part XV of the SFO. The 17,710,000 Shares were held by Credit Suisse Trust Limited, as trustee of The Xu Family Trust, being a discretionary trust established by Mr. Xu. He has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Saved as disclosed below, no public sanctions have been made against Mr. Xu by statutory or regulatory authorities, reference was made to the Stock Exchange announcement on 11 October 2001. During the period from September to December 1999, the Group had made temporary advances of HK\$46,425,000 to United Wealth International (Holdings) Limited ("**United Wealth**") and Changde Hengan Paper Products Co., ("**Changde Paper**"). These temporary advances, representing approximately 3.02% of the Group's consolidated net tangible assets as at 31 December 1999, were fully received with interest and handling fee between early January 2000 and

February 2000. United Wealth was wholly owned by Mr. Sze Man Bok, Mr. Hui Lin Chit, Mr. Yeung Wing Chun and Mr. Hung Ching Shan, the Executive Directors of the Company for the time being, while Changde Paper was a 94% owned subsidiary of United Wealth. As such, the temporary advances constituted connected transactions of the Company. Mr. Xu and other relevant Executive Directors were publicly criticised for breaching the Listing Rules and Directors' Undertaking as they failed to disclose these connected transactions by way of a press notice, seek independent Shareholders' approval in advance and notify the Stock Exchange on a timely basis. Mr. Xu considers that he is appropriate to continue to act as a Director of the Company as the above infringement was unintentional and did not arise by reason of any bad faith or deliberate conduct. In addition, he has gained relevant experience and knowledge from the above event to prevent any similar infringement in the future. The Board also considers that Mr. Xu, who has over 39 years of experience in the consumer product industry, has the requisite knowledge and competence to act as an Executive Director of the Company.

Save as disclosed above, Mr. Xu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(i) to (v) of the Listing Rules in connection with his re-election.

#### **MR. SZE WONG KIM**

**Mr. Sze Wong Kim**, aged 48, is responsible for overall business strategy of the Group. Before joining the Group on 1 June 2010, Mr. Sze worked in two accountancy firms in Australia and gained extensive experience in assurance and business advisory work. He started his own business in 2005 on wholesale and distribution of branded electronic components and computer accessories products in Hong Kong and overseas markets. Mr. Sze graduated from the University of Technology, Sydney with a Bachelor Degree of Business majoring in accounting and obtained a Master Degree of Commerce in finance from the University of New South Wales, Australia. He was appointed as the Company Secretary and authorised representative of the Company on 30 November 2016 and resigned on 3 January 2017. He is a member of CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. He is the son of Mr. Sze Man Bok, the Chairman and an executive director of the Company.

Save as disclosed above, he is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Sze has personal interests of 851,700 shares and 70,000 share options granted under the Share Option Scheme adopted by the Company on 17 May 2021 to subscribe for 70,000 Shares of the Company within the meaning of Part XV of the SFO. He has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Sze has entered into a service contract with the Company for an initial term of three years and continuing thereafter on an annual basis until terminated by not less than three months' notice in writing served by either party. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Sze received remuneration of RMB149,600 for the year ended 31 December 2023, which was determined with reference to his experience, responsibilities, performance and the Group's financial results.

Save as disclosed above, Mr. Sze has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (v) in connection with his re-election.

**MR. XU WENMO**

**Mr. Xu Wenmo**, aged 58, has been appointed as an Executive Director of the Company since 24 August 2023. He is currently the Vice President of the Group and is responsible for the Group's legal management, risk management and internal and external control of the Group. Mr. Xu joined the Group in 1985 and has accumulated over 35 years of experience in management, marketing and sales of consumer products. He has the title of senior economist in the PRC.

Save as disclosed above, he does not have any relationship with any directors, senior management, substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Xu was interested in 7,917,000 Shares and held 140,000 shares options granted under the Share Option Scheme adopted by the Company on 17 May 2021 to subscribe for 140,000 Shares of the Company within the meaning of Part XV of the SFO. Out of the 7,917,000 Shares, 7,280,000 Shares were held by Credit Suisse Trust Limited, as trustee of The Fountain Luck Trust, being a discretionary trust established by Mr. Xu. Mr. Xu had personal interests in 637,000 Shares. He has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Xu has entered into a service contract with the Company for an initial term of three years and continuing thereafter on an annual basis until terminated by not less than three months' notice in writing served by either party. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. For the year ended 31 December 2023, before being appointed as an executive director of the Company on August 24, 2023, Mr. Xu received senior management remuneration of approximately RMB443,745; during the period of 24 August 2023 and 31 December 2023, he received the director's emoluments of approximately RMB258,379, all of which were determined with reference to his experience, responsibilities, performance and the Group's financial results.

Save as disclosed above, Mr. Xu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (v) in connection with his re-election.

**INDEPENDENT NON-EXECUTIVE DIRECTOR****MS. ADA YING KAY WONG**

**Ms. Ada Ying Kay Wong, JP**, aged 64, is an Independent Non-executive Director of the Company appointed in 1998. She is also the Chairlady of the Audit Committee, a member of the Nomination Committee, the Share Award Committee and Remuneration Committee.

Ms. Wong, a practicing solicitor, is a partner of Philip K. H. Wong, Kennedy Y. H. Wong & Co., Solicitors & Notaries. She is also a culture and creative education advocate. She is the supervisor of HKICC Lee Shau Kee School of Creativity and the council member of Hong Kong Shue Yan University. She was Chair of the Wanchai District Council (2004–2007) and during the period of 20 October 2016 and 19 October 2022, Ms. Wong was a member of Museum Advisory Committee and Art Sub-committee, Museum Advisory Committee. During the period 7 September 2004 and 30 September 2022, she was an independent non-executive director of Pak Fah Yeow International Limited, a company listed on the main board of the Stock Exchange with stock code 0239.

Ms. Wong is appointed with no specific term. Termination could be made by serving not less than three months notice by either party. Her directorship is subject to retirement by rotation and re-election in accordance with the Articles. Ms. Wong received remuneration of approximately RMB108,132 for the year ended 31 December 2023, which was determined with reference to her experience, responsibilities and performance.

Ms. Wong does not have any relationship with any directors, senior management, substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Wong did not have any interests in the Company within the meaning of Part XV of SFO. Save as disclosed above, she has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, Ms. Wong has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (v) in connection with her re-election.

Set out below the Proposed Amendments to the Memorandum and Articles of Association of the Company:

| Existing Articles  | Revised Articles   |
|--|--|
| NA   | Add definition of "Corporate Communication"<br><br><u>"Corporate Communication" shall have the meaning given to it in the Listing Rules;"</u>  |
| <p><b>Article 163:</b></p> <p>(a) The Board shall, commencing with the first annual general meeting, cause to be prepared and to be laid before the members of the Company at every annual general meeting a profit and loss account for the period, in the case of the first account, since the incorporation of the Company and, in any other case, since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up and a Directors' report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, an Auditors' report on such accounts prepared pursuant to Article 164 and such other reports and accounts as may be required by law.</p> <p>(b) Printed copies of those documents to be laid before the members of the Company at an annual general meeting shall, not less than 21 days before the date of the meeting, be delivered or sent by post to the registered address of every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send printed copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p> | <p><b>Article 163:</b></p> <p>(a) The Board shall, commencing with the first annual general meeting, cause to be prepared and to be laid before the members of the Company at every annual general meeting a profit and loss account for the period, in the case of the first account, since the incorporation of the Company and, in any other case, since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up and a Directors' report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, an Auditors' report on such accounts prepared pursuant to Article 164 and such other reports and accounts as may be required by law.</p> <p>(b) <del>Printed copies</del><u>Copies</u> of those documents to be laid before the members of the Company at an annual general meeting shall, not less than 21 days before the date of the meeting, be <del>delivered or sent by post to the registered address of</del><u>to</u> every member of the Company and every holder of debentures of the Company <u>in the manner in which notices may be served by the Company pursuant to Article 167,</u> provided that the Company shall not be required to send <del>printed copies of those documents to any person of whose address the Company is not aware or</del> to more than one of the joint holders of any shares or debentures.</p> |

| Existing Articles  | Revised Articles  |
|--|---|
| <p><b>Notices</b></p> <p><b>Article 167:</b></p> <p>(a) Except as otherwise provided in these Articles, any notice or document (including a share certificate) may be served by the Company or by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, including but not limited to electronic mail number or address or website supplied by the member to the Company or by making it available for examination by the member using electronic means, including the posting of such notice or document on the Company's Website, provided that if any such notice or document is to be sent or made available to any member by using electronic means, the Company and the Board must first have received from the relevant member (a) a written confirmation or (b) the member's deemed consent, in the manner specified in the Listing Rules that the member wants to receive or to have made available to him such notice or document by the electronic means that the Company and the Board have suggested or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p> | <p><b>Notices</b></p> <p><b>Article 167:</b></p> <p>(a) Except as otherwise provided in these Articles <u>and to the extent permitted by, and in compliance with the requirements of, the Listing Rules,</u> any notice or document (including <u>any Corporate Communication and a share certificate</u>) may be served by the Company or by the Board on any member <del>either personally or by</del> <u>in any of the following manner:</u></p> <p>(i) <u>personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p>(ii) <u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, including but not limited to (which shall be sent by airmail, or such other means permitted by and in compliance with all applicable laws and regulations and the Listing Rules, where the notice or document is posted from one country to another);</u></p> |

| Existing Articles   | Revised Articles  |
|---|---|
| <p>(b) Notice of every general meeting shall be given in any manner hereinbefore authorised to:</p> <p>(i) every person shown as a member in the register of members as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the register of members;</p> <p>(ii) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member of record where the member of record but for his death or bankruptcy would be entitled to receive notice of the meeting;</p> <p>(iii) the Auditors;</p> <p>(iv) each Director and Alternate Director;</p> <p>(v) the Exchange; and</p> <p>(vi) such other person to whom such notice is required to be given in accordance with the Listing Rules.</p> <p>No other person shall be entitled to receive notices of general meetings.</p> | <p><u>(iii)</u> by electronic means by transmitting it to <u>any electronic mail number or address or website supplied by the member to the Company;</u><del>or by making it available for examination by the member using electronic means, including the posting of such notice or document on the Company's Website, provided that if any such notice or document is to be sent or made available to any member by using electronic means, the Company and the Board must first have received from the relevant member (a) a written confirmation or (b) the member's deemed consent, in the manner specified in the Listing Rules that the member wants to receive or to have made available to him such notice or document by the electronic means that the Company and the Board have suggested or</del></p> <p><u>(iv)</u> <u>by posting such notice or document on the Company's Website and the Exchange's website; or</u></p> <p><u>(v)</u> (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p> |

| Existing Articles | Revised Articles  |
|-------------------|---|
|                   | <p>(b) Notice of every general meeting shall be given in any manner hereinbefore authorised to:</p> <ul style="list-style-type: none"><li>(i) every person shown as a member in the register of members as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the register of members;</li><li>(ii) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member of record where the member of record but for his death or bankruptcy would be entitled to receive notice of the meeting;</li><li>(iii) the Auditors;</li><li>(iv) each Director and Alternate Director;</li><li>(v) the Exchange; and</li><li>(vi) such other person to whom such notice is required to be given in accordance with the Listing Rules.</li></ul> <p>No other person shall be entitled to receive notices of general meetings.</p> |

| Existing Articles  | Revised Articles   |
|--|--|
| <p><b>Article 168:</b></p> <p>A member shall be entitled to have notice served on him at any address within Hong Kong. The Company shall give notice sufficient to enable members, whose registered addresses are in Hong Kong, to exercise their rights or comply with the terms of the notice. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p> | <p><b>Article 168:</b></p> <p><del>A member shall be entitled to have notice served on him at any address within Hong Kong. The Company shall give notice sufficient to enable members, whose registered addresses are in Hong Kong, to exercise their rights or comply with the terms of the notice. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</del></p> <p><u>Intentionally omitted.</u></p> |

| Existing Articles  | Revised Articles   |
|--|--|
| <p><b>Article 169:</b></p> <p>Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post shall be conclusive evidence thereof. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left. Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates). Any notice or document sent or made available by using electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations. A certificate in writing signed by the Secretary or other person appointed by the Board that the notice or document has been sent or made available in accordance with such arrangement shall be conclusive evidence thereof.</p> | <p><b>Article 169:</b></p> <p>Any notice or document, <u>including any Corporate Communication:</u></p> <p>(a) <u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post shall be conclusive evidence thereof. <del>Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left. Any notice;</del></p> <p>(c) <u>given by electronic means as provided in these Articles shall be deemed to have been served or delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p>(d) <u>served by being posted on the Company's Website and the Exchange's website shall be deemed to be served at the time the notice or document first appears on the Company's Website and the Exchange's website, or at such later time as may be prescribed by the Listing Rules; and</u></p> |

| Existing Articles | Revised Articles  |
|-------------------|---|
|                   | <p>(e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates). <del>Any notice or document sent or made available by using electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</del></p> <p>A certificate in writing signed by the Secretary or other person appointed by the Board that the notice or document has been sent or made available in accordance with such arrangement shall be conclusive evidence thereof.</p> |

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## NOTICE OF ANNUAL GENERAL MEETING

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# 恒安國際集團有限公司

## HENGAN INTERNATIONAL GROUP CO., LTD

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

**(Stock code: 1044)**

Websites: <http://www.hengan.com>

<http://www.irasia.com/listcolhk/hengan>

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of shareholders of Hengan International Group Company Limited (the “Company”) will be held at 22/F United Centre, 95 Queensway, Hong Kong on Friday, 17 May 2024 at 9:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated accounts and the reports of the directors and auditors for the year ended 31 December 2023;
2. To declare a final dividend for the year ended 31 December 2023;
3. To re-elect Mr. Hui Ching Lau as an executive director;
4. To re-elect Mr. Xu Da Zuo as an executive director;
5. To re-elect Mr. Sze Wong Kim as an executive director;
6. To re-elect Mr. Xu Wenmo as an executive director;
7. To re-elect Ms. Ada Ying Kay Wong as an independent non-executive director;
8. To authorise the board of directors to fix the remuneration of the directors;
9. To re-appoint auditors and authorise the board of directors to fix their remuneration;
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or otherwise deal with additional 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 power, be and 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 and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (aa) Rights Issue; or (bb) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (cc) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to participants of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (dd) any scrip dividend or other similar scheme implemented in accordance with the Articles of Association of the Company, shall not exceed 20% of the total aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval be limited accordingly; and
- (d) for the purpose 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; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Company’s articles of association to be held; or
  - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares or other securities open for a period fixed by the directors of the Company to holders of shares on the Register of Members of the Company on a fixed recorded date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements the directors of the Company may deem necessary or expedient in relation to fractional entitlements of having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company or any other rights to subscribe shares in the capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors of the Company;
  - (c) the aggregate nominal amount of the ordinary share capital of the Company or any other rights to subscribe shares in the capital of the Company in each case which the directors of the Company are authorised to repurchase pursuant to the approvals in sub-paragraphs (a) and (b) of this Resolution shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date of the passing of this Resolution and the said approval shall be limited accordingly; and
  - (d) for the purpose 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; or
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
    - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”
12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:
- “**THAT** the general mandate referred to in Resolution No. 10 above be and is hereby extended by the addition to the aggregate nominal amount of share capital 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 an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company since the granting of the general mandate referred to in Resolution No. 11 above and pursuant to the exercise by the directors of the powers of the Company to purchase such shares provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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13. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the memorandum of association and articles of association of the Company (“**Memorandum and Articles of Association**”) be and are hereby amended in accordance with Appendix III (Proposed Amendments to the Memorandum and Articles of Association) to the circular of the Company dated 12 April 2024 and which forms part of this Notice of Annual General Meeting and that the new memorandum of association and articles of association (“**New Memorandum and Articles of Association**”) produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the New Memorandum and Articles of Association in substitution for and to the exclusion of the Memorandum and Articles of Association.”

By order of the Board  
**Li Wai Leung**  
*Company Secretary*

Hong Kong, 12 April 2024

*Notes:*

- (i) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy does not need to be a member of the Company.
- (ii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of attorney of authority, must be lodged with the Company’s branch share registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting and any adjournment thereof.
- (iii) For determining the entitlement to attend and vote at AGM, the register of members of the Company will be closed from Friday, 10 May 2024 to Friday, 17 May 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at AGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 9 May 2024.
- (iv) For determining the entitlement to the Proposed Final Dividend for the year ended 31 December 2023, the register of members of the Company will also be closed from Thursday, 23 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the Proposed Final Dividend, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 22 May 2024.