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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 Cowell e Holdings Inc., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**COWELL**

**Cowell e Holdings Inc.**

**高偉電子控股有限公司**

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

**(Stock code: 1415)**

**(1) PROPOSED GRANT OF GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES  
(2) PROPOSED RE-ELECTION OF DIRECTORS AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of Cowell e Holdings Inc. to be held by way of virtual meeting on 23 May, 2024 at 10 a.m. is set out on pages 18 to 22 of this circular. If you are not able to attend and/or vote at the AGM, you are strongly urged to complete and return the form of proxy, a copy of which is enclosed, in accordance with the instructions printed thereon as soon as possible and in any event not later than 21 May, 2024 at 10:00 a.m. (Hong Kong Time).

The Shareholders and/or their proxies will NOT be able to attend the Annual General Meeting in person, and can only attend the Annual General Meeting via visiting the website at <http://meetings.computershare.com/Cowelle2023AGM> which enables audio live streaming of the Annual General Meeting.

Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

19 April, 2024

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## GUIDANCE FOR THE ANNUAL GENERAL MEETING

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### ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES

**No Shareholder, proxy or corporate representative should attend the AGM in person.** The Company strongly encourages Shareholders to attend, participate and vote at the AGM through online access by visiting the website — <http://meetings.computershare.com/Cowelle2023AGM> (the “**Online Platform**”). Shareholders participating in the AGM using the Online Platform will also be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform.

The Online Platform permits a “split vote” on a resolution, in other words, a Shareholder casting his/her/its votes through the Online Platform does not have to vote all of his/her/its shares in the same way (“**For**” or “**Against**”). In the case of a proxy, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy. Votes cast through the Online Platform are irrevocable once the voting session at the AGM ends.

The Online Platform will be open for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM 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 User Guide for the AGM sent together with this circular for assistance. Any missed contents as a result of connection issues arisen from the Shareholders will not be repeated.

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

Details regarding the AGM 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 AGM using the Online Platform should:

- (1) 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 AGM; and
- (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

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## GUIDANCE FOR THE ANNUAL GENERAL MEETING

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Details regarding the AGM arrangements including login details to access the Online Platform will be sent by the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, to the email address of the non-registered Shareholders 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 12:00 noon on Wednesday, 22 May 2024 should reach out to the Hong Kong branch share registrar of the Company 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 Intermediary in respect of both (1) and (2) above.

### **Login details for proxies**

Details regarding the AGM arrangements including login details to access the Online Platform will be sent by the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, to the email address of the proxies provided to it in the relevant proxy forms.

**Registered and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise. For enquiries regarding the login details to access the Online Platform, please call Computershare Hong Kong Investor Services Limited on (852) 2862 8555 for assistance.**

If any shareholder has any question relating to the AGM, please contact the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East, Wanchai, Hong Kong

Website: [www.computershare.com/hk/contact](http://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, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting virtual meeting of the Company to be held by way of virtual meeting on 23 May, 2024 at 10 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Cowell e Holdings Inc. (高偉電子控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“GLITL”	Guangzhou Luxvisions Innovation Technology Limited (廣州立景創新科技有限公司), a company established under the laws of the PRC and a subsidiary of LIL
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to authorize them to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the issued Shares as at the date of the AGM
“Latest Practicable Date”	15 April, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“LIL”	Luxvisions Innovation Limited (立景創新有限公司), a company incorporated in Hong Kong with limited liability. As at the date of this announcement, LIL is owed as to (i) approximately 53.415% by Mr. Wang Laixi (a controlling Shareholder); (ii) approximately 43.659% by Luxsan Limited (景汕有限公司), which is a company incorporated in Hong Kong with limited liability and owned as to by Ms. Wang Laichun (an elder sister of Mr. Wang Laixi), Mr. Wang Laisheng (an elder brother of Mr. Wang Laixi) and Ms. Wang Laijiao (an elder sister of Mr. Wang Laixi) as to 34%, 33% and 33%, respectively; and (iii) approximately 2.927% by Lite-On
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Lite-On”	Lite-On Singapore Pte. Limited, a company incorporated in Singapore with limited liability and a wholly-owned subsidiary of Lite-On Technology Corporation (光寶科技股份有限公司) which is a company incorporated in Taiwan with limited liability and listed on the Taiwan Stock Exchange (stock code: 2301)
“LITL”	Luxvisions Innovation Technology Limited (立景創新科技有限公司), a limited liability company incorporated in Hong Kong which is a wholly-owned subsidiary of GLITL
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to authorize them to repurchase up to a maximum of 10% of the issued Shares as at the date of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time

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## DEFINITIONS

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“Shares(s)”	ordinary share(s) of US\$0.004 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to a resolution passed by the Shareholders on 5 May, 2021
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	subsidiary(ies) within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong, as amended or supplemented from time to time
“US\$”	U.S. dollars, the lawful currency of the United States of America
“%”	per cent.

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LETTER FROM THE BOARD

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**Cowell e Holdings Inc.**

**高偉電子控股有限公司**

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

**(Stock code: 1415)**

*Executive Directors*

Mr. Meng Yan (*Chairman*)

Mr. Wu Ying-Cheng

*Non-executive Directors*

Mr. Chen Han-Yang

Mr. Yang Li

*Independent non-executive Directors*

Ms. Su Yen-Hsueh

Mr. Tsai Chen-Lung

Ms. Liu Xia

*Registered Office*

PO Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

*Headquarter and Principal Place of  
Business in the PRC*

No. 1 Songbai Road

Huanan Industrial Zone

Liaobu Town

Dongguan City

Guangdong Province, PRC

*Principal Place of Business in Hong Kong*

Suite 1620

16/F, Ocean Centre

5 Canton Road

Tsimshatsui

Kowloon

Hong Kong

19 April, 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES  
(2) PROPOSED RE-ELECTION OF DIRECTORS AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM for (i) the grant of the Issue Mandate; (ii) the Repurchase Mandate; (iii) the re-election of retiring Directors; and (iv) to give you notice of the AGM.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (a) to allot, issue and otherwise deal with new Shares not exceeding 20% of the issued Shares as at the date of passing of the proposed resolution at the AGM; and
- (b) to repurchase Shares not exceeding 10% of the issued Shares as at the date of passing the proposed resolution at the AGM,

and to authorize an extension of the limit of the Issue Mandate granted by adding to it an amount representing the Shares repurchased by the Company under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate shall be effective until whichever is 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 the Articles of Association or any applicable law to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

#### **Issue Mandate**

The Company had in issue 853,200,800 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution approving the Issue Mandate and in accordance with the terms therein, on the basis of 853,200,800 existing Shares in issue and assuming that such number of issued Shares remains the same at the date of passing the proposed resolution, the Company could under the Issue Mandate allot, issue and deal with up to 170,640,160 Shares, representing 20% of the total issued Shares at the date of passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, the Directors have no immediate plans to issue any Shares under the Issue Mandate.

Details of the Issued Mandate are set out in Resolutions No. 4 and 6 respectively in the notice of the AGM.

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## LETTER FROM THE BOARD

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### **Repurchase Mandate**

Subject to the passing of the proposed resolution approving the Repurchase Mandate and in accordance with the terms therein, on the basis of 853,200,800 existing Shares in issue and assuming that such number of issued Shares remains the same at the date of passing the proposed resolution, the Company could under the Repurchase Mandate repurchase up to 85,320,080 Shares, representing 10% of the issued Shares at the time of passing of the resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules to be sent to the Shareholders with respect to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

As at the Latest Practicable Date, the Directors have no immediate plans to repurchase any Shares under the Repurchase Mandate.

Details of the Repurchase Mandate are set out in Resolution No. 5 in the notice of AGM.

### **3. RE-ELECTION OF DIRECTORS**

Pursuant to Article 16.18 of the Articles of Association and the Corporate Governance Code set out in Appendix C1 (formerly Appendix 14) to the Listing Rules, Mr. Wu Ying-Cheng, Ms. Su Yen-Hsueh and Ms. Liu Xia shall retire from the office and, being eligible, offer themselves for re-election as Directors at the AGM.

When identifying suitable candidates for directorship, the nomination committee of the Company carries out the selection process by making reference to the skills, experience, background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set out in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria as set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

In considering the re-election of each of Ms. Su Yen-Hsueh and Ms. Liu Xia as independent non-executive Director, the Board, with the assistance and recommendation from the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to gender, age, cultural and ethnic background, professional qualification, skills, knowledge and length of service. The Board

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## LETTER FROM THE BOARD

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considers that each of Ms. Su Yen-Hsueh and Ms. Liu Xai possesses rich experience in her skills and industries and is able to provide valuable advices in areas of information system, electronic computer engineering and/or business to the Company, thus contributing to better corporate governance of the Company. The Board is also of the view that during the tenure of each of Ms. Su Yen-Hsueh and Ms. Liu Xia as an independent non-executive Director, they made positive contributions to the Company's strategy, policies and performance with their independent advice, comments, judgment from the perspective of their background coupled with their general understanding of business of the Group. They have contributed to the diversity of the Board in terms of their professional qualification, skills and knowledge.

The Board considered that each of Ms. Su Yen-Hsueh and Ms. Liu Xia have remained independent according to the requirements as set out in Rule 3.13 of the Listing Rules since her appointment as independent non-executive Director. In particular, each of Ms. Su Yen-Hsueh and Ms. Liu Xia does not have any past or present financial or other interest in the business of the Company, or any of its subsidiaries or holding company. Save as serving as independent non-executive Director, they have not taken up any other positions in the Company, or any of its subsidiaries or holding company. Therefore, the Board considered that each of Ms. Su Yen-Hsueh and Ms. Liu Xia is still independent and recommended the Shareholders to re-elect each of them as an independent non-executive Director.

The biographical details, interests in the Shares and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules of the Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

#### **4. ANNUAL GENERAL MEETING**

A notice convening the AGM for the purpose of considering, inter alia, (i) the Issue Mandate; (ii) the Repurchase Mandate; and (iii) the re-election of the retiring Directors is set out in on pages 18 to 22 of this circular.

If you are not able to attend and/or vote at the AGM, you are strongly urged to complete and return the form of proxy, a copy of which is enclosed, in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 21 May, 2024 at 10:00 a.m. (Hong Kong Time).

Completion and return of the form of proxy will not preclude you from attending and voting through online platform at the meeting should you so wish.

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## LETTER FROM THE BOARD

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All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company on the poll results of the AGM as soon as possible after the conclusion of the AGM.

### **5. CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 20 May, 2024 to 23 May, 2024, both dates inclusive, during which period no transfers of Shares will be registered. In order to qualify for attending and voting at the AGM, Shareholders must complete and lodge all transfer documents accompanied by the relevant share certificates with the Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 17 May, 2024.

### **6. RECOMMENDATION**

The Board (including the independent non-executive Directors) are of the opinion that the proposed (i) grant of the Issue Mandate; (ii) the Repurchase Mandate; and (iii) re-election of Directors; are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### **7. RESPONSIBILITY STATEMENT**

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

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## LETTER FROM THE BOARD

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### 8. GENERAL

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

Yours faithfully,  
By order of the Board  
**Cowell e Holdings Inc.**  
**Meng Yan**  
*Chairman*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the proposed resolutions in relation to the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 853,200,800 Shares. Subject to the passing of Resolution No. 5 approving the Repurchase Mandate as set out in the notice of the AGM and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 85,320,080 Shares, representing 10% of the total issued Shares.

The Shares repurchased by the Company under the Repurchase Mandate shall be cancelled automatically.

## **2. REASONS FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Company to purchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an increase of the net asset value of the Company and its assets and/or its earnings per Share and will only be made as and when the Directors believe such repurchases will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

In repurchasing the Shares, 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.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December, 2023) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. The Directors, however, do not propose to exercise the 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.

#### 4. SHARE PRICE

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2023</b>		
April	21.05	14.62
May	19.30	14.40
June	19.00	14.08
July	16.48	13.34
August	15.90	12.24
September	16.50	13.84
October	19.58	14.42
November	21.65	17.32
December	23.30	18.40
<b>2024</b>		
January	23.70	15.24
February	20.50	15.38
March	19.46	15.62
April (up to the Latest Practicable Date)	19.40	16.10

#### 5. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell Shares to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM and exercised. No core connected person of the Company has notified the Company that he/she/it has any present intention to sell any of the Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, LITL is directly and beneficially holding 607,455,760 Shares, representing approximately 71.20% of the total number of issued Shares as at the Latest Practicable Date.

LITL, a limited liability company incorporated in Hong Kong, is a wholly-owned subsidiary of GLITL which is a company incorporated in the PRC. GLITL is owned as to approximately 58.35% by LIL, a company incorporated in Hong Kong with limited liability and is owned as to approximately 53.42% by Mr. Wang Laixi, approximately 43.65% by Luxsan Limited (景汕有限公司) and approximately 2.93% by Lite-On. Luxsan Limited (景汕有限公司), a limited liability company incorporated in Hong Kong, is owned as to by Ms. Wang Laichun (an elder sister of Mr. Wang Laixi), Mr. Wang Laisheng (an elder brother of Mr. Wang Laixi) and Ms. Wang Laijiao (an elder sister of Mr. Wang Laixi) as to 34%, 33% and 33%, respectively. Mr. Wang Laixi, Ms. Wang Laichun, Mr. Wang Laisheng, Ms. Wang Laijiao, Luxsan Limited, LIL and GLITL are deemed to be interested in the Shares held by LITL in accordance with the SFO.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate to be proposed at the AGM and on the assumption that there is no change in the issued share capital of the Company from the Latest Practicable Date to the date of the AGM, the percentage shareholding of the abovementioned Shareholders in the Company would be increased to 79.11% of the total number of issued Shares at the AGM. In the opinion of the Directors, such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code. The Company has no present intention to repurchase Shares to such extent as to result in any mandatory offer to be made by any persons under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that may result in the public shareholding of less than 25% of the issued share capital of the Company.

## **6. SHARE REPURCHASE MADE BY THE COMPANY**

The Company did not purchase any Share (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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The details of the Directors who will retire from office at the AGM and, being eligible, would offer themselves for re-election at the AGM, are set out below:

### THE INFORMATION OF THE RETIRING DIRECTORS

**Mr. Wu Ying-Cheng (吳英政) (“Mr. Wu”)**, aged 56, was appointed as an executive Director with effect from 15 January 2021. He was appointed as the chief executive officer (the “**CEO**”) of the Company and the chief financial officer (the “**CFO**”) of the Company with effect from 1 March 2021. Mr. Wu obtained a master’s degree in material science from the Department of Mechanical Engineering of the National Chung Hsing University (國立中興大學) in 1993. Mr. Wu has been working in the semiconductor assembly technology and camera module development industries since 1995. He has been a general manager of Lite-On Singapore Pte. Limited for portable image device business unit since 2015 and a general manager of Luxvisions Innovation Limited since 2018.

Mr. Wu has entered into a service contract with the Company under which he agreed to act as executive Director for an initial term of three years commencing from 15 January 2021, which may be terminated by not less than one month’s notice in writing served by either Mr. Wu or the Company. Such appointment is subject to provisions relating to retirement by rotation and reelection in accordance with the Articles. Mr. Wu and the Company have entered into a new service contract for his appointment as the CEO and CFO. Mr. Wu is entitled to a remuneration of US\$150,000 per annum as an executive Director and additional remuneration of US\$210,000 per annum for serving as the CEO and CFO, which has been determined and approved by the Board having considered his responsibilities and duties, the Company’s remuneration policy and the prevailing market standards. For the year ended 31 December 2023, remuneration and bonus paid to Mr. Wu was US\$400,000.

As at the Latest Practicable Date, Mr. Wu is interested in 1,980,000 underlying Shares under share options granted to him on 25 May 2021 under the Share Option Scheme. Save as disclosed above, Mr. Wu does not have any other interests in the Shares pursuant to Part XV of the SFO.

Mr. Wu did not hold any directorship in any listed companies during the past three years. Save for the information disclosed above, there is no information of Mr. Wu which is discloseable pursuant to Rules 13.51(2)(a) to (v) of the Listing Rules and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

**Ms. Su Yen-Hsueh (蘇艷雪) (“Ms. Su”)**, aged 54, was appointed as an independent non-executive Director with effect from 15 January 2021. She is also a chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. She obtained a bachelor’s degree in international business from the National Taiwan University (國立臺灣大學) in 1991 and a master’s degree in industrial administration from the

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Carnegie Mellon University in 1993. Ms. Su has extensive experience in investments and mergers and acquisitions in the technology sector. She was a top ranked technology analyst for ABN AMRO Bank and UBS before joining AsusTeK Computer Inc. as a chief investment officer in 2004. She spearheaded the AsusTeK Computer Inc. and Pegatron Corporation restructuring in 2009 and retired from her position of senior vice president for investment and business development from Pegatron Corporation in 2013. Ms. Su currently serves on the boards of TXC Corporation, Eslite Spectrum Corporation and Universal Cement Corporation as an independent director, and on the board of Spotfilms Company Limited as a Corporate director representative.

Ms. Su has entered into a letter of appointment with the Company for a term of 3 years commencing from 15 January 2021, which may be terminated by not less than one month's notice in writing served by either Ms. Su or the Company. Ms. Su is entitled to a remuneration of US\$20,000 per annum as independent non-executive Director, which has been determined and approved by the Board having considered her responsibilities and duties, the Company's remuneration policy and the prevailing market standards. For the year ended 31 December 2023, the remuneration paid to Ms. Su was \$20,000.

Ms. Su has confirmed that she meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

As at the Latest Practicable Date, Ms. Su does not have any other interests or underlying Share pursuant to Part XV of the SFO.

**Ms. Liu Xia (“Ms. Liu”) (劉霞)**, aged 58, is an independent non-executive Director, a chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee. Ms. Liu graduated with a bachelor's degree in Industrial and Economics Management from the Dongbei University of Finance and Economics in 1988 and completed an in-service postgraduate course in Finance at the Central University of Finance and Economics in 2004. From July 1988 to February 1993, she was appointed as a staff member and Chief Officer of the Finance Department's Plant Representative Office of Ansteel Group Corporation Limited by the Finance Bureau of Anshan City, Liaoning Province under the Ministry of Finance of the People's Republic of China (the “PRC”), in which role she undertook supervision and review of finance matters and formulation of policies for state-owned enterprises.

From March 1993 to March 1999, she successively worked as Project Manager, Department Manager, Chief Accountant and Deputy General Manager of DeveChina International Appraisals Co., Ltd. During her tenure at DeveChina International Appraisals Co., Ltd., she was engaged in and led major listing-related valuation projects such as the A share listing of Changhong Huayi Compressor Co., Ltd., the A share listing of FAW Car Co., Ltd. and the H share listing of Sinopec Yanshan Petrochemical Company. Since April 1999, she has been working as a Director and Senior Deputy General Manager of China Assets Appraisal Co., Ltd.. During her tenure at China Assets

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Appraisal Co., Ltd., she was engaged in and led major listing valuation projects, such as the secondary share issuance of Shandong International Power Development Co., Ltd., the A share listing of China Petroleum & Chemical Corporation, the rights issue of GD Power Development Co., Ltd., the debt for equity swap of Panzhihua Steel (Group) Co., Ltd., the rights issue of Harbin Dongan Automotive Power Co., Ltd., the assets reorganization (H shares) of Sinopharm Group Co., Ltd., the secondary share issuance of TianChuang Property Co., Ltd., the reorganisation and overall listing of Bengang Steel Plates Co., Ltd., the disposal of employee shares during the initial public offering of CSR Corporation Limited, the A share listing of China National Chemical Engineering Co., Ltd., the initial offering application at ChiNext of Landocean Energy Services Co., Ltd., the establishment of CECEP Solar Energy Technology Co., Ltd. and the major assets reorganization project of CETC Energy Joint-Stock Co., Ltd.

Ms. Liu has entered into a letter of appointment with the Company for a term of 3 years commencing from 26 July 2021, which may be terminated by not less than one month's notice in writing served by either Ms. Liu or the Company. Pursuant to the Articles of Association, the appointment of Ms. Liu is subject to the provisions relating to retirement by rotation and re-election. Ms. Liu is entitled to a remuneration of US\$20,000 per annum as independent non-executive Director, which has been determined and approved by the Board having considered her responsibilities and duties, the Company's remuneration policy and the prevailing market standards. For the year ended 31 December 2023, the remuneration paid to Ms. Liu was US\$20,000.

Ms. Liu has confirmed that she meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Ms. Liu did not hold any directorship in any listed companies during the past three years. As at the Latest Practicable Date, Ms. Liu does not have any other interests or underlying Share pursuant to Part XV of the SFO

None of Mr. Wu, Ms. Su and Ms. Liu have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning any of Mr. Wu, Ms. Su and Ms. Liu that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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**COWELL**

**Cowell e Holdings Inc.**

**高偉電子控股有限公司**

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

**(Stock code: 1415)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Cowell e Holdings Inc. (the “**Company**”) will be held by way of virtual meeting on 23 May, 2024 at 10 a.m. for considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditor of the Company for the year ended 31 December, 2023;
2. (a) To re-elect the following retiring Directors:
  - (i) Mr. Wu Ying-Cheng as an executive Director.
  - (ii) Ms. Su Yen-Hsueh as an independent non-executive Director.
  - (iii) Ms. Liu Xia as an independent non-executive Director.
- (b) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Messrs. KPMG, Certified Public Accountants, as the auditor of the Company and to authorize the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to Directors to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to allot, issue and deal with additional shares in the Company and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) shall authorize the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing shares or rights to acquire shares of the Company to the directors, employees, officers, agents, consultants or representatives of the Company and/or any of its subsidiaries; or (iii) any scrip dividend or similar arrangement pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the shares of the Company in issue as at the date of the passing of this Resolution and the said mandate shall be limited accordingly; and
- (d) for the purpose of this Resolution:

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

- (i) the conclusion of the next 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 Company’s Articles of Association or any applicable law to be held; and
- (iii) the date on which authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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

5. “**THAT:**

- (a) a general mandate be and is hereby unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined in paragraph (b) below) all the powers of the Company to repurchase or otherwise acquire shares of US\$0.004 each in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the shares so repurchased or otherwise acquired shall not exceed 10% of the shares of the Company in issue as at the date of the passing of this Resolution;
- (b) for the purpose of this Resolution:

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

- (i) the conclusion of the next 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 Company’s Articles of Association or any applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT**, conditional upon the passing of the Resolutions No. 4 and No. 5 of the notice of the AGM, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the Resolution No. 4 of the notice of the AGM be and is hereby extended by the addition thereto of an amount representing the shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors of the Company under the Resolution No. 5 above of the notice of the AGM, provided that such amount shall not exceed 10% of the issued shares of the Company as at the date of passing this Resolution.”

By order of the Board

**Meng Yan**

*Chairman*

Hong Kong, 19 April, 2024

*Notes:*

1. The Company will conduct the Annual General Meeting by way of a virtual meeting. Both registered Shareholders and non-registered Shareholders can (i) attend the AGM and vote by way of electronic means; or (ii) exercise their right to vote at the AGM by appointing their own proxy or the Company’s designated proxy(ies), to act as their proxy. By logging in the dedicated online platform, Shareholders will be able to view a live webcast of the AGM, submit questions, and cast vote in real-time.

The online platform will be opened for registered Shareholders and non-registered Shareholders to log in 30 minutes prior to the commencement of the Annual General Meeting, and only those Shareholders who logged in 5 minutes before the start of the Online AGM will be entitled to attend and vote at the Online AGM. The online platform 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 login procedure and remain logged in until the commencement of and during the Online AGM. For online voting, Shareholders can refer to the enclosed notification letter and the Online Meeting User Guide for details. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated.

2. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association of the Company, vote in his stead. A proxy need to be a member of the Company.
3. A form of proxy for use at the AGM (or at any adjournment thereof) is dispatched together with this notice of meeting. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be completed and lodged with the offices of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 21 May, 2024 at 10:00 a.m. (Hong Kong Time).
4. Completion and return of the form of proxy will not preclude members from attending and voting at the AGM or any adjournment thereof, and in such event, the relevant form of proxy shall be deemed revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. Where there are joint registered holders of any Share, any one of such joint holders may attend and vote at the AGM, either in personal or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint registered holders are present at the AGM or any adjournment thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. 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.
6. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 20 May, 2024 to 23 May, 2024, both dates inclusive, during which period no transfers of shares of the Company will be registered. In order to qualify for attending and voting at the AGM, shareholders must complete and lodge all transfer documents accompanied by the relevant share certificates with the Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 17 May, 2024.
7. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 8:00 a.m. at the date of the AGM, the AGM will be postponed. Members are requested to visit the website of the Company at [www.cowelleholdings.com](http://www.cowelleholdings.com) for details of alternative meeting arrangements. The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the AGM under the bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
8. As at the date hereof, the Board comprises Mr. Meng Yan and Mr. Wu Ying-Cheng as executive Directors; Mr. Chen Han-Yang and Mr. Yang Li as non-executive Directors; and Ms. Su Yen-Hsueh, Mr. Tsai Chen-Lung and Ms. Liu Xia as independent non-executive Directors.