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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 World Super Holdings Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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

This circular, for which the directors of World Super Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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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**World Super Holdings Limited**  
**維亮控股有限公司**

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

**(Stock code: 8612)**

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE SHARES AND**  
**TO REPURCHASE SHARES;**  
**(2) RE-ELECTION OF RETIRING DIRECTORS;**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “**AGM**”) of World Super Holdings Limited to be held at 20/F., OfficePlus @Sheung Wan, 93–103 Wing Lok Street, Sheung Wan, Hong Kong on Friday, 28 June 2024 at 3:00 p.m. is set out on pages 18 to 22 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish.

This circular will remain on the website of the Stock Exchange at <http://www.hkexnews.hk> on the “Latest Listed Company Information” page for at least 7 days from the date of its publication and on the Company’s website at [www.worldsuperhk.com](http://www.worldsuperhk.com).

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction .....	3
Share Issue Mandate .....	4
Share Repurchase Mandate .....	4
Re-election of Retiring Directors .....	4
Process for Nomination of Directors .....	5
Recommendation of the Nomination Committee .....	5
Annual General Meeting .....	6
Voting by Way of Poll .....	6
Action to be Taken .....	6
Recommendation .....	6
Responsibility Statement .....	7
General Information .....	7
<b>Appendix I — Explanatory Statement</b> .....	8
<b>Appendix II — Details of Retiring Directors Proposed to be Re-elected</b> .....	11
<b>Notice of Annual General Meeting</b> .....	17

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Friday, 28 June 2024 at 3:00 p.m. at 20/F., OfficePlus @Sheung Wan, 93–103 Wing Lok Street, Sheung Wan, Hong Kong
“Articles of Association”	the second amended and restated articles of association of the Company adopted on 18 May 2023 and as amended from time to time
“Board”	the board of Directors
“Company”	World Super Holdings Limited (維亮控股有限公司), a company incorporated in the Cayman Islands on 26 February 2016 as an exempted company with limited liability, the Shares of which are listed on GEM
“Controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	29 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Nomination Committee”	the nomination committee of the Board

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## DEFINITIONS

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“Proposed Amendments”	the proposed amendments to the Articles of Association brought about by the adoption of the New Articles of Association
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 5 of the notice of the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Issue Mandate
“Share Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Repurchase Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases, as amended from time to time
“%”	per cent.

**World Super Holdings Limited**  
**維亮控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8612)**

*Executive Directors:*

Mr. Sou Peng Kan Albert  
Mr. Lau Lawrence Tak Sun  
Mr. Lin Dongsheng  
Mr. Zhang Wei  
Ms. Chan Lok Yin

*Registered office:*

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

*Independent Non-executive Directors:*

Mr. Chim Tak Lai  
Ms. Du Min  
Ms. Chen Jie

*Head office and principal place of  
business in Hong Kong:*

Unit 3403, 34/F, AIA Tower  
183 Electric Road, North Point  
Hong Kong

30 April 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE SHARES AND**  
**TO REPURCHASE SHARES;**  
**(2) RE-ELECTION OF RETIRING DIRECTORS;**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is (i) to provide you with the information regarding resolutions to be proposed at the AGM relating to the granting to the Directors of the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate, (ii) the re-election of retiring Directors; and (iii) to seek your approval of the relevant resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### SHARE ISSUE MANDATE

On 18 May 2023, the Directors were granted a general unconditional mandate to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 864,000,000 Shares. Subject to passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 172,800,000 Shares representing not more than 20% of the issued share capital of the Company as at the Latest Practicable Date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 4 and 6 respectively of the notice of the AGM.

### SHARE REPURCHASE MANDATE

On 18 May 2023, the Directors were granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 864,000,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution (i.e. the date of the AGM), the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing the Repurchase Resolution will be 86,400,000 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

### RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises eight Directors, namely, Mr. Sou Peng Kan Albert, Mr. Lau Lawrence Tak Sun, Mr. Lin Dongsheng, Mr. Zhang Wei, Ms. Chan Lok Yin, Mr. Chim Tak Lai, Ms. Du Min and Ms. Chen Jie. Mr. Lau Tak Sun Lawrence and Mr. Chim Tak Lai will retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM in accordance with the Article 84(1) of the Articles of Association.

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## LETTER FROM THE BOARD

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In accordance with article 83(1) of the Articles of Association, Mr. Lau Tak Sun Lawrence and Mr. Chim Tak Lai will retire from office by rotation at the 2024 AGM, being eligible, will offer themselves for re-election at the 2024 AGM.

Mr. Zhang Wei and Ms. Chan Lok Yin were appointed as executive Director with effect from 23 June 2023 and 30 June 2023, respectively, and each of them will hold office until the AGM in accordance with the Article 83(3) of the Articles of Association and being eligible, will offer himself/herself for reelection as Director at the AGM.

Ms. Du Min and Ms. Chen Jie were appointed as an independent non-executive Director with effect from 3 August 2023 and 21 August 2023, respectively, and each of them will hold office until the AGM in accordance with the Article 83(3) of the Articles of Association and being eligible, will offer herself for re-election as Director at the AGM.

### **PROCESS FOR NOMINATION OF DIRECTORS**

The process for the nomination of Directors, including non-executive Directors and independent non-executive Directors, are to invite nominations from Board members or Nomination Committee members. In the context of re-appointment of any existing member(s) of the Board, the Nomination Committee makes recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.

### **RECOMMENDATION OF THE NOMINATION COMMITTEE**

The Nomination Committee has considered the profile, qualification and experience and other factors of Mr. Lau Tak Sun Lawrence, Mr. Zhang Wei and Ms. Chan Lok Yin as set out in Appendix II of this circular. The Nomination Committee is satisfied that each of them possesses the required character, integrity and experience to continuously fulfil his/her role as an executive Directors effectively. The Board believes that their re-elections as the executive Directors would be in the best interest of the Company and the Shareholders as a whole.

The Nomination Committee had assessed and reviewed the written confirmation of independence of each of the independent non-executive Directors eligible and offering themselves for re-election as Directors at the AGM, namely Mr. Chim Tak Lai, Ms. Du Min and Ms. Chen Jie based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that Mr. Chim Tak Lai, Ms. Du Min and Ms. Chen Jie remain independent.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors stand for re-election as Directors at the AGM.

The biographical details of each of the retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the GEM Listing Rules.

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## LETTER FROM THE BOARD

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Further information about the Board's composition and diversity as well as the Directors' attendance record at the meetings of the Board and/or its committees and the general meetings is disclosed in the corporate governance report of the Company's annual report.

### ANNUAL GENERAL MEETING

At the AGM, resolutions will be proposed to approve, among others, the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate, the re-election of retiring Directors and the proposed adoption of the New Articles of Association. The notice of the AGM is set out on pages 18 to 22 of this circular.

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

### VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 66 of the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

An announcement on the poll results will be made by the Company after the AGM.

### ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish.

### RECOMMENDATION

The Directors believe that the proposed granting of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the retiring Directors and the proposed adoption of the New Articles of Association are in the best interests of the Company as well as the Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, have 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 is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### GENERAL INFORMATION

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

By order of the Board  
**World Super Holdings Limited**  
**Sou Peng Kan Albert**  
*Chairman and executive Director*

*This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.*

## **1. EXERCISE OF THE SHARE REPURCHASE MANDATE**

Exercise in full of the Share Repurchase Mandate, on the basis of 864,000,000 Shares in issue at the Latest Practicable Date, would result in up to 86,400,000 Shares (which will be fully paid and represent 10% of the Shares in issue as at the Latest Practicable Date) being repurchased by the Company during the course of the period prior to 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 the Articles of Association or applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the Share Repurchase Mandate.

## **2. REASONS FOR REPURCHASES**

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

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. In the case of any premium payable on the repurchase, out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM prevailing from time to time.

## **4. GENERAL**

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 financial statements contained in the annual report of the Company for the year ended 31 December 2023) 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 extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing

position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles of the Association and all applicable laws of the Cayman Islands in force from time to time.

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

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

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate. As at the Latest Practicable Date, the Directors are not aware of any Shareholder, or a group of Shareholders acting in concert who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares made pursuant to the Share Repurchase Mandate.

The Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors will not exercise the Share Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than 25% could only be implemented with the approval of the Stock Exchange to waive the GEM Listing Rules requirements regarding the public shareholding. However, the Directors have no current intention to exercise the Share Repurchase Mandate to such an extent as would give rise to this obligation. In any event, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

**5. SHARES PURCHASED BY THE COMPANY**

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

**6. SHARE PRICES**

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

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
April	0.130	0.104
May	0.141	0.106
June	0.230	0.095
July	0.194	0.092
August	0.260	0.045
September	0.051	0.025
October	0.036	0.025
November	0.037	0.026
December	0.032	0.026
<b>2024</b>		
January	0.041	0.024
February	0.033	0.024
March	0.028	0.021
April ( <i>up to the Latest Practicable Date</i> )	0.029	0.021

*Below are the particulars of the retiring Directors proposed to be re-elected at the AGM:*

**Mr. Lau Tak Sun Lawrence**

Mr. Lau, aged 44, obtained a bachelor's degree in business administration from the School of Business Administration in Northeastern University in Boston Massachusetts in the United States in 2003. He has over 10 years of extensive experience in the real estate industry in Hong Kong and the People's Republic of China (the "PRC"). Mr. Lau started his career in auditing and assurance at KPMG, an international audit firm where he mainly focused in the real estate sector in the PRC. Prior to joining our Group, Mr. Lau held senior management positions at the Lai Sun Development Company Limited (the "**Lai Sun Group**") from 2010 to 2018, during which he served as the vice president of Lai Sun Development Company Limited, a company listed on the Main Board of the Stock Exchange with stock code 488. Mr. Lau also served as the executive director of Furama Hotels and Resorts International Limited which is a wholly owned subsidiary of the Lai Sun Group. Mr. Lau is currently a project manager of the Group and a director of a subsidiary of the Group.

Mr. Lau entered into a service contract with the Company on 30 December 2020, pursuant to which Mr. Lau has been appointed as an executive Director for an initial term of three years commencing from 30 December 2020, which is renewable automatically for successive terms of one year upon each expiry, unless terminated in accordance with the service contract. His appointment is subject to the rotational retirement and re-election requirements at the general meetings of the Company pursuant to the articles of association of the Company. Pursuant to the service contract, Mr. Lau will receive an emolument of HK\$40,000 per month. Mr. Lau's emolument was determined by the Board on the recommendation of the remuneration committee of the Company with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions, and will be reviewed annually.

As at the date of this circular, Mr. Lau is not interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this circular and save as disclosed above, (i) Mr. Lau has not held any other major appointment and qualification or directorship in other listed companies in Hong Kong or overseas in the three years preceding the date of this circular; (ii) Mr. Lau does not hold any other position in the Company or members of the Group; (iii) Mr. Lau does not have any relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to it under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**") of the Company; and (iv) there is no other information that need to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules nor any other matters that ought to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Lau as an executive Director.

**Mr. Chim Tak Lai**

Mr. Chim, aged 41, was appointed as our independent non-executive Director on 23 February 2022. Mr. Chim obtained a bachelor of art degree in business economics from the University of Hertfordshire in 2006. From January 2012 to March 2016, Mr. Chim worked as an accounting and operating manager in Modern Audio (International) Limited, a company principally engaged in trading, wholesale, retail and distributing video products and copyright licensing. Mr. Chim joined Imperium Financial Group Limited (the “**Imperium Financial**”) which is listed on the GEM of the Stock Exchange (stock code: 8029) as senior accountant in March 2016. Since September 2020, Mr. Chim is the financial controller of the Imperium Financial and his primary responsibilities are to oversee all financial accounting operations, including group reporting, budgeting, audit, treasury function, consolidation and financial reporting. Mr. Chim has been an executive director of the Imperium Financial since May 2021 to now. Since December 2023, Mr. Chim is appointed as the CFO of the Winto Group (Holdings) Limited (stock code: 8238) and his primary responsibilities are to oversee all financial accounting operations, including group reporting, budgeting, audit, treasury function, consolidation and financial reporting.

Pursuant to the letter of appointment made between Mr. Chim and the Company, Mr. Chim has been appointed as an independent non-executive Director for an initial term of 1 year commencing from 23 February 2022, which is, if no non-renewal notice is served by the Company, renewable automatically for successive terms of one year upon each expiry, unless terminated by not less than 3 months’ notice in writing served by either party on the other in accordance with the letter of appointment. His appointment is subject to the rotational retirement and re-election at the forthcoming annual general meeting of the Company pursuant to the articles of association of the Company. Pursuant to the letter of appointment, Mr. Chim will be entitled to a director’s fee of HK\$10,000 per month. Mr. Chim’s emolument was determined by the Board on the recommendation of the Remuneration Committee with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions, and will be reviewed by the Remuneration Committee and the Board from time to time.

As at the date of this circular, Mr. Chim does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this circular and save as disclosed above, (i) Mr. Chim has not held any other major appointments and professional qualifications or directorship in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of the circular; (ii) Mr. Chim does not hold any other position in the Company or members of the Group; (iii) Mr. Chim does not have any relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to it under the Rules Governing the Listing of Securities on GEM of the Stock

Exchange (the “**GEM Listing Rules**”) of the Company; and (iv) there is no other information that needs to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor any other matters that ought to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Chim as an independent non-executive Director.

### Mr. Zhang Wei

Mr. Zhang, aged 38, obtained a bachelor’s degree in management from the Shihezi University\* (石河子大學) in the People’s Republic of China in 30 June 2011. Prior to joining the Group, Mr. Zhang began his career as an assistant of chairman and investment manager at Kingya International Holding Group Company Limited\* (今日國際控股集團有限公司), which engaged in the business of residential and commercial real estate development, from December 2010 to June 2013. He subsequently worked as a general manager at Sichuan Zhongbang Seeding Company Limited\* (四川仲幫種業有限公司), a company engaged in the business of sales and production of agricultural seeds, from June 2013 to November 2016. Mr. Zhang worked as a general manager at Shenzhen Golden Time Trading Company Limited\* (深圳市黃金時間貿易有限公司), a company engaged in the business of domestic trading in construction materials, machinery and commodities, from November 2016 to December 2018. He worked as a general manager of the Guangdong-Hong Kong-Macao Greater Bay Area at Hengyi Group Company Limited\* (恆億集團有限公司), a company engaged in the business of real estate development and construction, from November 2018 to May 2021 and as a general manager at Shenzhen Huang Jin Ye Trading Company Limited\* (深圳市黃金葉貿易有限公司), a company engaged in e-commerce, management consulting services, domestic trading and import and export of goods and technologies, from June 2021 to March 2023.

Mr. Zhang entered into a service contract with the Company on 23 June 2023, pursuant to which Mr. Zhang has been appointed as an executive Director for an initial term of three years commencing from 23 June 2023, which is, if no non-renewal notice is served by the Company, renewable automatically for successive terms of one year upon each expiry, unless terminated by not less than 3 months’ notice in writing served by either party on the other in accordance with the service contract. His appointment is subject to the retirement and re-election at the forthcoming annual general meeting of the Company and rotational retirement and re-election requirements at the subsequent annual general meetings of the Company pursuant to the articles of association of the Company. Pursuant to the service contract, Mr. Zhang will receive an emolument of HK\$25,000 per month. Mr. Zhang’s emolument was determined by the Board on the recommendation of the remuneration committee (the “**Remuneration Committee**”) of the Company with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions, and will be reviewed annually. Mr. Zhang will also be entitled to a discretionary bonus in respect of each financial year of the Company as the Board and the Remuneration Committee may determine.

As at the date of this circular, Mr. Zhang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any

of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this circular and save as disclosed above, (i) Mr. Zhang has not held any other major appointments and professional qualifications or directorship in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of this circular; (ii) Mr. Zhang does not hold any other position in the Company or members of the Group; (iii) Mr. Zhang does not have any relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to it under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) of the Company; and (iv) there is no other information that needs to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor any other matters that ought to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Zhang as an executive Director.

#### **Ms. Chan Lok Yin**

Ms. Chan, aged 39, obtained a Bachelor’s Degree of Accounting from the Edinburgh Napier University in the United Kingdom in 2008. She became a member of The Hong Kong Institute of Certified Public Accountants in July 2011, and an associate of The Chartered Governance Institute in September 2015.

Ms. Chan joined the Group on 2 May 2023 and has been serving as (i) the company secretary of the Company, (ii) an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules and (iii) an authorised representative of the Company to accept service of process and notices on the Company’s behalf in Hong Kong as required under Rule 5.24 of the GEM Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). Ms. Chan is also currently, holding the position as the director in two subsidiaries of the Company namely Success Dragon Holdings Limited and World Super Capital Limited respectively. Ms. Chan has accumulated over 10 years of auditing, accounting, corporate governance and company secretarial experience. Prior to joining the Group, she worked for a number of listed companies in Hong Kong, taking the positions of financial controller and/or company secretary. For the period from April 2008 to December 2011, Ms. Chan served in various audit firms in Hong Kong with her last position as an accountant.

Ms. Chan joined GSN Corporations Limited (formerly known as Megalogic Technology Holdings Limited, later known as New Western Group Limited and last known as GSN Corporations Limited (a listed public company in Hong Kong which was delisted on 4 May 2022)) (“**GSN**”) in April 2012. She first served as assistant to finance director and company secretary. During the periods from April 2014 to April 2016, October 2014 to April 2016, and August 2019 to December 2021, she was the joint company secretary and authorised representative of the GSN. At GSN, Ms. Chan was responsible for accounting and financial management, and company secretarial matters. Ms. Chan was also the company secretary of Pak

Tak International Limited (Stock Code: 2668) during the period from August 2015 to April 2017, CHYY Development Group Limited (Stock Code: 8128) during the period from August 2022 to December 2022 and China Supply Chain Holdings Limited (Stock Code: 3708) during the period from October 2022 to June 2023. Ms. Chan is currently the company secretary of AMCO United Holding Limited (Stock Code: 630) and such appointment commenced in January 2023.

Ms. Chan entered into a service contract with the Company on 30 June 2023, pursuant to which Ms. Chan has been appointed as an executive Director for an initial term of three years commencing from 30 June 2023, which is, if no non-renewal notice is served by the Company, renewable automatically for successive terms of one year upon each expiry, unless terminated by not less than 3 months' notice in writing served by either party on the other in accordance with the service contract. Her appointment is subject to the retirement and re-election at the forthcoming annual general meeting of the Company and rotational retirement and re-election requirements at the subsequent annual general meetings of the Company pursuant to the articles of association of the Company.

Pursuant to the service contract, Ms. Chan will receive an emolument of HK\$50,000 per month. Ms. Chan's emolument was determined by the Board on the recommendation of the remuneration committee (the "**Remuneration Committee**") of the Company with reference to her qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions, and will be reviewed by the Remuneration Committee and the Board from time to time. Ms. Chan will also be entitled to a discretionary bonus in respect of each financial year of the Company as the Board and the Remuneration Committee may determine.

Save as disclosed above, as at the date of this circular, Ms. Chan does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this circular and save as disclosed above, (i) Ms. Chan has not held any other major appointments and professional qualifications or directorship in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of the circular; (ii) Ms. Chan does not hold any other position in the Company or members of the Group; (iii) Ms. Chan does not have any relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to it under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**") of the Company; and (iv) there is no other information that needs to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor any other matters that ought to be brought to the attention of the shareholders of the Company in relation to the appointment of Ms. Chan as an executive Director.

**Ms. Du Min**

Ms. Du, aged 50, obtained a Bachelor of International Trade from Anhui University in 1997 and a Master of Business Administration from Hong Kong Metropolitan University in 2022. Ms. Du has rich experience in corporate management and financial management. Since 2013, Ms. Du is the executive director and general manager of Anhui Quanwei IOT Technology Co., Ltd., a company incorporated in China. Prior to that, Ms. Du was the financial controller or financial in-charge of certain companies incorporated in China.

Ms. Du has been the non-executive director of Tian Cheng Holdings Limited (Stock Code: 2110) since 14 February 2023.

Pursuant to the letter of appointment made between Ms. Du and the Company, Ms. Du has been appointed as an independent non-executive Director for an initial term of 1 year commencing from 3 August 2023, unless terminated by not less than one month's notice in writing served by either party on the other in accordance with the letter of appointment. Her appointment is subject to the retirement and re-election at the forthcoming annual general meeting of the Company and rotational retirement and re-election requirements at the subsequent annual general meetings of the Company pursuant to the articles of association of the Company.

Pursuant to the letter of appointment, Ms. Du will receive an annual director fee of HK\$360,000. Ms. Du's emolument was determined by the Board on the recommendation of the Remuneration Committee with reference to her qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions, and will be reviewed by the Remuneration Committee and the Board from time to time.

As at the date of this circular, Ms. Du does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this circular and save as disclosed above, (i) Ms. Du has not held any other major appointments and professional qualifications or directorship in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of the circular; (ii) Ms. Du does not hold any other position in the Company or members of the Group; (iii) Ms. Du does not have any relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to it under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") of the Company; and (iv) there is no other information that needs to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor any other matters that ought to be brought to the attention of the shareholders of the Company in relation to the appointment of Ms. Du as an independent non-executive Director.

**Ms. Chen Jie**

Ms. Chen, aged 40, obtained a degree of Bachelor of Arts with Honours in accounting from University of Liverpool in July 2006. Ms. Chen had been a member of the Association of Chartered Certified Accountants (the “**Association**”) since July 2015 and has been a fellow of the Association since July 2020. From February 2012 to December 2018, Ms. Chen worked as an accountant in C K Wong & Co, a company in the United Kingdom. Since December 2018, she has been working as a partner in D1 Accounting, an accounting firm in the United Kingdom.

Pursuant to the letter of appointment made between Ms. Chen and the Company, Ms. Chen has been appointed as an independent non-executive Director for an initial term of 1 year commencing from 31 August 2023, which is, if no non-renewal notice is served by the Company, renewable automatically for successive terms of one year upon each expiry, unless terminated by not less than 3 months’ notice in writing served by either party on the other in accordance with the letter of appointment. Her appointment is subject to the retirement and re-election at the forthcoming annual general meeting of the Company and rotational retirement and re-election requirements at the subsequent annual general meetings of the Company pursuant to the articles of association of the Company.

Pursuant to the letter of appointment, Ms. Chen will be entitled to a director’s fee of HK\$15,000 per month. Ms. Chen’s emolument was determined by the Board on the recommendation of the Remuneration Committee with reference to her qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions, and will be reviewed by the Remuneration Committee and the Board from time to time.

As at the date of this circular, Ms. Chen does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this circular and save as disclosed above, (i) Ms. Chen has not held any other major appointments and professional qualifications or directorship in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of the circular; (ii) Ms. Chen does not hold any other position in the Company or members of the Group; (iii) Ms. Chen does not have any relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to it under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) of the Company; and (iv) there is no other information that needs to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor any other matters that ought to be brought to the attention of the shareholders of the Company in relation to the appointment of Ms. Chen as an independent non-executive Director.

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## NOTICE OF ANNUAL GENERAL MEETING

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# World Super Holdings Limited 維亮控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock code: 8612)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of World Super Holdings Limited (the “**Company**”) will be held at 20/F., OfficePlus @Sheung Wan, 93–103 Wing Lok Street, Sheung Wan, Hong Kong on Friday, 28 June 2024 at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the company (the “**Director(s)**”) and the independent auditor for the year ended 31 December 2023.
2. (A) To re-elect the following retiring Directors:
  - (i) To re-elect Mr. Lau Tak Sun Lawrence as an executive Director;
  - (ii) To re-elect Mr. Chim Tak Lai as an independent non-executive Director;
  - (iii) To re-elect Mr. Zhang Wei as an executive Director;
  - (iv) To re-elect Ms. Chan Lok Yin as an executive Director;
  - (v) To re-elect Ms. Du Min as an independent non-executive Director; and
  - (vi) To re-elect Ms. Chen Jie as an independent non-executive Director.
- (B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company for the ensuing year and to authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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To consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

4. “**THAT:**

- (a) Subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;
- (c) the aggregate of the total nominal value of Shares allotted, issued and dealt or agreed conditionally or unconditionally to be allotted, issued and dealt (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolutions (otherwise than pursuant to (i) a rights issue, (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares, (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, or (v) a specific authority granted by the Shareholders in general meeting) shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purpose of this Resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this Resolution; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed and which is 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 GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate of the total nominal value of Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate of the total nominal value of the shares capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes 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 articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing the Resolution.”

6. “**THAT** subject to the passing of ordinary resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 above be and is hereby extended by the addition to the aggregate of the total nominal value of the share capital of the Company which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate of the total nominal value of the Shares repurchased by the Company pursuant to ordinary resolution no. 5 above, provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the share capital of the Company as at the date of passing this Resolution.”

By Order of the Board  
**World Super Holdings Limited**  
**Sou Peng Kan Albert**  
*Chairman and executive Director*

Hong Kong, 30 April 2024

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 June 2024.
4. With regard to resolution no. 2(A) set out in this notice, biographical details of the retiring Directors are set out in Appendix II to the circular of the Company dated 30 April 2024.
5. In connection with the proposed share repurchase mandate under ordinary resolution no. 5, an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 30 April 2024.
6. As at the date of this notice, the Board comprises of Mr. Sou Peng Kan Albert, Mr. Lau Lawrence Tak Sun, Mr. Lin Dongsheng, Mr. Zhang Wei and Ms. Chan Lok Yin as executive Directors; and Mr. Chim Tak Lai, Ms. Du Min and Ms. Chen Jie as independent non-executive Directors.
7. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish. In such event, the proxy form shall be deemed to be revoked.