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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 CSC Holdings Limited (the “**Company**”), you should at once hand this circular, together with the enclosed proxy form, to the purchaser or the transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**CSC HOLDINGS LIMITED**  
**中策資本控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 235)**

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting (the “**AGM**”) of the Company to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:00 a.m. on Thursday, 27 June 2024 or any adjournment thereof is set out on pages 14 to 18 of this circular. A proxy form for use in connection with the AGM is enclosed with this circular. Such proxy form is also published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you intend to attend the AGM, you are requested to complete and sign the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s share registrar and transfer office, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

31 May 2024

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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”	annual general meeting of the Company to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:00 a.m. on Thursday, 27 June 2024;
“AGM Notice”	notice convening the AGM set out on pages 14 to 18 of this circular;
“Articles”	Articles of Association of the Company (as amended from time to time);
“Board”	Board of Directors of the Company;
“Buy-back Mandate”	general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to buy back Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the resolution for approving such mandate;
“Buy-back Resolution”	proposed ordinary resolution referred to in resolution no. 5 of the AGM Notice;
“Company”	CSC Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Hong Kong Stock Exchange;
“core connected person”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	director(s) of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Hong Kong Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Hong Kong Takeovers Code”	Code on Takeovers and Mergers;
“Issue Mandate”	general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution for approving such mandate;

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## DEFINITIONS

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“Latest Practicable Date”	24 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“PRC”	People’s Republic of China;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of the Company;
“Shareholder(s)”	holder(s) of the Share(s); and
“%”	per cent.

*In the event of any inconsistency, the English text of this circular, the AGM Notice and the accompanying proxy form shall prevail over the Chinese text.*

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## LETTER FROM THE BOARD

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### CSC HOLDINGS LIMITED 中策資本控股有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 235)**

*Non-executive Director:*

Dr. Or Ching Fai SBS, JP (Chairman)

*Executive Directors:*

Mr. Sue Ka Lok (Chief Executive Officer)

Mr. Chow Kam Wah

Mr. Chow Man Wai, Tony

*Registered Office:*

Rooms 3206-3210, 32nd Floor

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

*Independent Non-executive Directors:*

Ms. Ma Yin Fan

Mr. Chow Yu Chun, Alexander

Mr. Leung Hoi Ying

Mr. Lam Kin Fung, Jeffrey GBM, GBS, JP

31 May 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information relating to the proposals for (i) the general mandates to issue Shares and to buy back Shares and to extend the general mandate to allot, issue and deal with Shares by adding to it the number of Shares bought back; and (ii) the re-election of Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions will be proposed which, if passed, will give the Directors a general mandate to allot, issue and deal with new Shares representing up to (i) 20% of the total number of Shares in issue as at the date of passing of the resolution plus (ii) the number of the Shares that can be bought back by the Company (under the authority granted pursuant to the Buy-back Resolution) subsequent to the passing of such resolution.

On the basis of a total of 20,385,253,835 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or bought back whatsoever between the Latest Practicable Date and the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue and deal with up to a maximum of 4,077,050,767 new Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

### GENERAL MANDATE TO BUY BACK SHARES

The ordinary resolution in relation to the Buy-back Mandate, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to buy back Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the resolution.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Buy-back Mandate is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

In accordance with Article 116 of the Articles, Dr. Or Ching Fai, Mr. Sue Ka Lok and Mr. Lam Kin Fung, Jeffrey will retire by rotation at the AGM and, being eligible, will offer themselves for re-election as Directors at the AGM.

Biographical details of the above retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Mr. Lam Kin Fung, Jeffrey (“**Mr. Lam**”), being an independent non-executive director of the Company eligible for re-election at the AGM, has provided to the Company the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Mr. Lam has been appointed as Independent Non-executive Director of the Company since December 2020. As at the Latest Practicable Date, Mr. Lam holds more than seven directorships in other listed companies in Hong Kong. The Board has assessed and reviewed the annual confirmation of independence from Mr. Lam and is satisfied that Mr. Lam meets the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board is of the view that his extensive experience and valuable knowledge in distinguished public and community services in Hong Kong could help to enhance the Board’s balance of skills, experience and diversity of perspectives. Taking into consideration the good

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## LETTER FROM THE BOARD

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attendance records and valuable contribution of Mr. Lam at the meetings of the Board and Audit Committee during his tenure, the Board believes that notwithstanding Mr. Lam holds directorships in more than seven listed companies in Hong Kong, he is able to devote sufficient time to perform his responsibilities as independent non-executive director of the Company.

Based on the aforesaid, the Board formed the view that Mr. Lam will continue to maintain an independent view of the Company's affairs, and will continue to bring his relevant knowledge and experience to the Board so as to enhance the diversity of the Board, and should be eligible for re-election.

### THE AGM

A notice convening the AGM to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:00 a.m. on Thursday, 27 June 2024 or any adjournment thereof is set out on pages 14 to 18 of this circular for the purpose of considering and, if thought fit, to approve, among others, the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the re-election of retiring Directors. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the AGM.

In order to be eligible to attend and vote at the AGM, all unregistered holders of the Shares shall ensure that all transfer documents, accompanied by the relevant Share certificates, must be lodged with the Company's share registrar and transfer office, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 June 2024.

A proxy form for use in connection with the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and sign the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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. Accordingly, the Chairman of the AGM will put the resolutions set out in the AGM Notice to be voted by way of poll pursuant to Article 80 of the Articles. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY OF THE DIRECTORS

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.

### RECOMMENDATION

The Board believes that the granting of the Issue Mandate and Buy-back Mandate, the extension of the Issue Mandate and the re-election of retiring Directors set out in the AGM Notice are all in the best interests of the Company and its Shareholders as a whole. The Board recommends the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

Yours faithfully,  
By Order of the Board  
**CSC Holdings Limited**  
**Dr. Or Ching Fai**  
*Chairman*



This appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide requisite information for the Shareholders to consider the Buy-back Mandate.

#### **1. TOTAL NUMBER OF SHARES IN ISSUE**

As at the Latest Practicable Date, the total number of Shares in issue was 20,385,253,835 Shares.

Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 2,038,525,383 Shares (i.e. not exceeding 10% of the total number of Shares in issue as at the date of passing the Buy-back Resolution).

#### **2. REASONS FOR BUY-BACKS**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and its Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

#### **3. FUNDING OF BUY-BACKS**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the Hong Kong Companies Ordinance. The Hong Kong Companies Ordinance provides that the amount of capital repaid in connection with a share buy-back may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent allowable under the Hong Kong Companies Ordinance.

#### **4. EFFECT OF EXERCISE OF THE BUY-BACK MANDATE**

In the event that the proposed share buy-back were to be carried out in full, it might have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the Company's audited consolidated financial statements for the year ended 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Company have been made up). However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices of the Shares as traded on the Hong Kong Stock Exchange during each of the previous twelve months before the Latest Practicable Date and the current month up to the Latest Practicable Date are as follows:

Month	Share Price	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
May 2023	0.043	0.033
June 2023	0.037	0.035
July 2023	0.036	0.032
August 2023	0.033	0.024
September 2023	0.033	0.026
October 2023	0.030	0.026
November 2023	0.032	0.025
December 2023	0.032	0.024
January 2024	0.030	0.028
February 2024	0.032	0.026
March 2024	0.029	0.026
April 2024	0.029	0.026
May 2024 (up to the Latest Practicable Date)	0.029	0.024

## 6. GENERAL

The Directors confirmed that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Resolution and in accordance with the Listing Rules and the Hong Kong Companies Ordinance. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

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

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

## 7. HONG KONG TAKEOVERS CODE

If on the exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Hong Kong Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued Shares:

Name of Shareholders	Capacity/ nature of interest	Number of Shares held/ interested	Approximate % of interest	
			As at the Latest Practicable Date	If the Buy-back Mandate is exercised in full
Dr. Cheng Kar-Shun, Henry <i>GBM, GBS</i> (“ <b>Dr. Cheng</b> ”)	Interest of controlled corporation	3,397,540,000 <i>(Note (i))</i>	16.67%	18.52%
Courage Star Global Limited (“ <b>Courage Star</b> ”)	Beneficial owner	3,397,540,000 <i>(Note (i))</i>	16.67%	18.52%
Mr. Suen Cho Hung, Paul (“ <b>Mr. Suen</b> ”)	Interest of controlled corporation	1,680,000,000 <i>(Note (ii))</i>	8.24%	9.16%
Pioneer Success Development Limited (“ <b>Pioneer Success</b> ”)	Beneficial owner	1,680,000,000 <i>(Note (ii))</i>	8.24%	9.16%

*Notes:*

- (i) These Shares were held by Courage Star, a company which was wholly owned by Dr. Cheng. Accordingly, Dr. Cheng was deemed to be interested in 3,397,540,000 Shares under the SFO.
- (ii) These Shares were held by Pioneer Success, a company which was wholly owned by Mr. Suen. Accordingly, Mr. Suen was deemed to be interested in 1,680,000,000 Shares under the SFO.

In the event the Directors exercise in full power to buy back Shares which is proposed to be granted pursuant to the Buy-back Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the respective percentages set out in the table above. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, none of the Shareholders above is obliged to make a mandatory offer under Rule 26 of the Hong Kong Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Hong Kong Takeovers Code as a result of any buy-backs to be made under the Buy-back Mandate.

## 8. SHARE BUY-BACKS MADE BY THE COMPANY

The Company had not bought back any of its Shares (whether on the Hong Kong Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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

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The following are the particulars of the retiring Directors who are proposed to be re-elected at the AGM:

**Dr. Or Ching Fai SBS, JP (“Dr. Or”)**, *Chairman, Non-executive Director and Chairman of the Nomination Committee*

Dr. Or, aged 74, joined the Company as Executive Director and the Chief Executive Officer in November 2009 and was appointed the Chairman of the Board in March 2012. Dr. Or stepped down from his position as Chief Executive Officer in January 2018 and was re-designated as Non-executive Director in April 2018. Dr. Or is the Chairman of the Nomination Committee and is also a director of certain subsidiaries of the Company. Dr. Or graduated from The University of Hong Kong in 1972 and was conferred an Honorary Doctor of Social Science by the City University of Hong Kong in November 2014. Dr. Or is an independent non-executive director of Chow Tai Fook Jewellery Group Limited (HKEX stock code: 1929), Regina Miracle International (Holdings) Limited (HKEX stock code: 2199) and Playmates Holdings Limited (HKEX stock code: 635). He was the former vice chairman and chief executive of Hang Seng Bank Limited (HKEX stock code: 11), the former chairman of Hang Seng Life Limited and a director of The Hongkong and Shanghai Banking Corporation Limited, Cathay Pacific Airways Limited (HKEX stock code: 293) and Hutchison Whampoa Limited (former HKEX stock code: 13 (delisted)) until his retirement in May 2009. Dr. Or was also the chairman and non-executive director of Esprit Holdings Limited (HKEX stock code: 330), the former vice chairman and independent non-executive director of G-Resources Group Limited (HKEX stock code: 1051), an independent non-executive director of Industrial and Commercial Bank of China Limited (HKEX stock code: 1398) and Television Broadcasts Limited (HKEX stock code: 511), and the former deputy chairman and non-executive director of Aquis Entertainment Limited (former ASX stock code: AQS (delisted)) (a company previously listed on Australian Securities Exchange Limited). All the aforementioned companies with HKEX stock code are/was listed on the Main Board of the Hong Kong Stock Exchange.

Save as disclosed above, Dr. Or has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Dr. Or does not have any interest in the Shares within the meaning of Part XV of the SFO.

Dr. Or is an independent non-executive director of Playmates Holdings Limited while Mr. Chow Yu Chun, Alexander (Independent Non-executive Director of the Company) was an independent non-executive director of Playmates Toys Limited (HKEX stock code: 869) until 19 May 2023, a company listed on the Main Board of the Hong Kong Stock Exchange and is an indirect non-wholly owned subsidiary of Playmates Holdings Limited. In addition, both Dr. Or and Mr. Lam Kin Fung, Jeffrey (Independent Non-executive Director of the Company) are independent non-executive directors of Chow Tai Fook Jewellery Group Limited.

Save as disclosed above, as at the Latest Practicable Date, Dr. Or does not have any other relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

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

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There is a letter of appointment entered into between the Company and Dr. Or. According to the letter of appointment, Dr. Or's directorship in the Company shall be for a term of two years commencing from 1 April 2024 unless and until terminated by either party by giving to the other prior notice in writing and shall determine upon expiry subject to renewal by mutual agreement between the Company and Dr. Or prior thereto and in compliance with the Listing Rules. The directorship of Dr. Or is also subject to retirement by rotation and re-election pursuant to the Articles. Dr. Or is entitled to receive a director's fee of HK\$2,150,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Dr. Or may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board. The director's fee of Dr. Or is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Dr. Or for the year ended 31 December 2023 amounted to HK\$2,150,000.

Save as disclosed above, there is no other information of Dr. Or that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Dr. Or's re-election.

**Mr. Sue Ka Lok ("Mr. Sue")**, *Chief Executive Officer, Executive Director, Chairman of the Executive Committee and the Investment & Credit Committee*

Mr. Sue, aged 58, joined the Group in November 2014 and was appointed as Executive Director and the Chief Executive Officer in December 2014 and January 2018 respectively. He was the Company Secretary of the Company until May 2017 and re-appointed as the Company Secretary in November 2021. Mr. Sue is the Chairman of the Executive Committee and the Investment & Credit Committee. He is also a director of certain subsidiaries of the Company. Mr. Sue holds a Bachelor of Economics degree from The University of Sydney in Australia and a Master of Science in Finance degree from the City University of Hong Kong. Mr. Sue is a fellow of the Hong Kong Institute of Certified Public Accountants, a fellow certified practising accountant of the CPA Australia, a fellow of the Hong Kong Securities and Investment Institute, and a chartered secretary, chartered governance professional and fellow of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. He has extensive experience in corporate management, finance, accounting and company secretarial practice. Mr. Sue is an executive director of EPI (Holdings) Limited (HKEX stock code: 689), an executive director and the chairman of Courage Investment Group Limited ("**Courage Investment**") (HKEX stock code: 1145), and a non-executive director of ZO Future Group (formerly known as Birmingham Sports Holdings Limited) (HKEX stock code: 2309). All the aforementioned companies are listed on the Main Board of the Hong Kong Stock Exchange and with Courage Investment is also listed on Singapore Exchange Securities Trading Limited.

Mr. Sue was an executive director of PT International Development Corporation Limited (HKEX stock code: 372) (a company listed on the Main Board of the Hong Kong Stock Exchange) until 6 July 2021.

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

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

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As at the Latest Practicable Date, Mr. Sue does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Sue does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

There is an employment contract entered into between a subsidiary of the Company and Mr. Sue. According to the employment contract, Mr. Sue is not appointed for any specific length or proposed length of service and his term of service shall continue unless and until terminated by either party by giving to the other prior notice in writing. The directorship of Mr. Sue is subject to retirement by rotation and re-election pursuant to the Articles. Mr. Sue is entitled to receive a remuneration of HK\$2,145,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Sue may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board having regard to Mr. Sue's and the Company's performance. The remuneration of Mr. Sue is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Mr. Sue for the year ended 31 December 2023 amounted to HK\$2,252,250.

Save as disclosed above, there is no other information of Mr. Sue that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Sue's re-election.

**Mr. Lam Kin Fung, Jeffrey GBM, GBS, JP (“Mr. Lam”)**, *Independent Non-executive Director and member of the Audit Committee*

Mr. Lam, aged 72, joined the Company as Independent Non-executive Director in December 2020. Mr. Lam is a member of the Audit Committee. Mr. Lam holds a Bachelor Degree in mechanical engineering from Tufts University in the United States. He has over 40 years of experience in the toy industry and is currently the managing director of Forward Winsome Industries Limited which is engaged in toy manufacturing. Mr. Lam holds a number of other public and community service positions including being a non-official member of the Executive Council and a member of the Legislative Council of the Hong Kong Special Administrative Region and a general committee member of the Hong Kong General Chamber of Commerce. He was the former chairman of the Assessment Committee of Mega Events Fund and Independent Commission Against Corruption (ICAC) Complaints Committee, and was a member of the National Committee of the Chinese People's Political Consultative Conference, and Fight Crime Committee. He was also a director of the Hong Kong Mortgage Corporation Limited. Mr. Lam is an independent non-executive director of Chow Tai Fook Jewellery Group Limited (HKEX stock code: 1929), China Overseas Grand Oceans Group Limited (HKEX stock code: 81), Wynn Macau, Limited (HKEX stock code: 1128), CWT International Limited (HKEX stock code: 521), i-CABLE Communications Limited (HKEX stock code: 1097), Wing Tai Properties Limited (HKEX stock code: 369), Analogue Holdings Limited (HKEX stock code: 1977), C C Land Holdings Limited (HKEX stock code: 1224) and Golden Resources Development International Limited (HKEX stock code: 677). All the aforementioned companies are listed on the Main Board of the Hong Kong Stock Exchange.

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

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Mr. Lam was an executive director of USPACE Technology Group Limited (formerly known as Hong Kong Aerospace Technology Group Limited) (HKEX stock code: 1725) (a company listed on the Main Board of the Hong Kong Stock Exchange) until 28 November 2023.

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

As at the Latest Practicable Date, Mr. Lam does not have any interest in the Shares within the meaning of Part XV of the SFO.

Both Mr. Lam and Dr. Or (Chairman and Non-executive Director of the Company) are independent non-executive directors of Chow Tai Fook Jewellery Group Limited.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam does not have any other relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

There is a letter of appointment entered into between the Company and Mr. Lam. According to the letter of appointment, Mr. Lam's directorship in the Company shall be for a term of two years commencing from 1 April 2024 unless and until terminated by either party by giving to the other prior notice in writing and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Lam prior thereto and in compliance with the Listing Rules. The directorship of Mr. Lam is also subject to retirement by rotation and re-election pursuant to the Articles. Mr. Lam is entitled to receive a director's fee of HK\$250,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Lam may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board. The director's fee of Mr. Lam is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Mr. Lam for the year ended 31 December 2023 amounted to HK\$250,000.

Save as disclosed above, there is no other information of Mr. Lam that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Lam's re-election.

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## NOTICE OF AGM

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### CSC HOLDINGS LIMITED 中策資本控股有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 235)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of CSC Holdings Limited (the “**Company**”) will be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:00 a.m. on Thursday, 27 June 2024 for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors and of the auditor for the year ended 31 December 2023.
2. To re-elect the retiring directors and to authorise the Board of Directors to fix the remuneration of the directors of the Company.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors to fix its remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- 4.1 subject to paragraph 4.3 below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (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 the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry the rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;



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4.2 the approval in paragraph 4.1 above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry the rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power during or after the end of the Relevant Period (as hereinafter defined);

4.3 the total number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph 4.1 above, otherwise than pursuant to:

- (i) a Rights Issue (as hereinafter defined); or
- (ii) the exercise of rights of subscription or conversion under the terms of any existing bonds, warrants, debentures, notes or other securities issued by the Company which carry the rights to subscribe for or are convertible into shares of the Company; or
- (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or rights to acquire shares of the Company; or
- (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company (the “**Articles**”) from time to time,

shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

4.4 for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 or any applicable law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

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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 the holders of shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) as at that date (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. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- 5.1 subject to paragraph 5.2 below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules, regulations and the requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- 5.2 the total number of shares of the Company which the Directors is authorised to buy back pursuant to the approval in paragraph 5.1 above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- 5.3 for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 law to be held; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

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

“**THAT** subject to the passing of resolutions no. 4 and no. 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company bought back by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such number of shares so bought back shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of the said resolution.”

By Order of the Board  
**CSC Holdings Limited**  
**Dr. Or Ching Fai**  
*Chairman*

Hong Kong, 31 May 2024

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of the member himself/herself/itself. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is(are) entitled to exercise the same powers on behalf of the member of the Company which he/she/it or they represent(s) as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. In order to be valid, you are requested to deliver the signed proxy form and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, together with such evidence as the Board of Directors of the Company may require under the Articles of Association of the Company, to the Company's share registrar and transfer office, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from subsequently attending and voting in person at the Meeting or any adjournment thereof (as the case may be) or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) of the Company as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) of the Company shall alone be entitled to vote in respect thereof.

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6. In order to be eligible to attend and vote at the Meeting, all unregistered holders of the shares of the Company shall ensure that all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar and transfer office, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 June 2024.
7. The Chinese version of this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.
8. In case of Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" caused by a super typhoon announced by the Hong Kong Government is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the websites of the Company and Hong Kong Exchanges and Clearing Limited to notify shareholders of the date, time and place of the adjourned Meeting.
9. As at the date of this notice, the Board of Directors of the Company comprises one Non-executive Director, namely Dr. Or Ching Fai (Chairman); three Executive Directors, namely Mr. Sue Ka Lok (Chief Executive Officer), Mr. Chow Kam Wah and Mr. Chow Man Wai, Tony; and four Independent Non-executive Directors, namely Ms. Ma Yin Fan, Mr. Chow Yu Chun, Alexander, Mr. Leung Hoi Ying and Mr. Lam Kin Fung, Jeffrey.