

---

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

---

**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisor.

**If you have sold or transferred** all your shares in the Company, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and the Stock Exchange 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 will remain on the website of Stock Exchange at [www.hkexnews.com](http://www.hkexnews.com) on the “Latest Listed Company Information” page for at least 7 days from the date of posting and the Company’s website at [www.vivachina.hk](http://www.vivachina.hk).

---

**VIVA CHINA HOLDINGS LIMITED****非凡中國控股有限公司**

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

**(Stock Code: 8032)**

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES****(2) RE-ELECTION OF DIRECTORS****(3) PROPOSED CHANGE OF COMPANY NAME****(4) ADOPTION OF THE AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION****AND****(5) NOTICE OF THE ANNUAL GENERAL MEETING**

---

Capitalised terms used on this cover shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

A notice convening the AGM of the Company to be held at 2/F., PopOffice, 9 Tong Yin Street, Tseung Kwan O, New Territories, Hong Kong on 10:30 a.m. at Thursday, 13 April 2023 is set out on pages 18 to 23 of this circular. A proxy form is also enclosed. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed proxy form to the Company’s Hong Kong branch share registrar, Tricor Secretaries 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 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

21 March 2023

---

## CHARACTERISTICS OF GEM

---

**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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction .....	3
Issue Mandate .....	4
Repurchase Mandate and Extension Mandate .....	4
Re-election of Directors .....	5
Proposed Change of Company Name .....	5
Proposed Adoption of the Amended and Restated Memorandum and Articles of Association .....	6
Actions to be taken .....	7
Responsibility statement .....	8
Recommendation .....	8
<b>Appendix I – Explanatory statement</b> .....	9
<b>Appendix II – Information on the Directors proposed to be re-elected</b> .....	12
<b>Appendix III – Proposed amendments to the Memorandum and         Articles of Association</b> .....	17
<b>Notice of the Annual General Meeting</b> .....	18

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be held at the AGM Venue on Thursday, 13 April 2023 at 10:30 a.m.
“AGM Venue”	2/F., PopOffice, 9 Tong Yin Street, Tseung Kwan O, New Territories, Hong Kong
“Amended and Restated Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company, incorporating all the Proposed Amendments, proposed to be adopted at the AGM
“Articles” or “Articles of Association”	the existing articles of association of the Company
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Viva China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any shares of the Company repurchased under the Repurchase Mandate will be added to the total number of shares of the Company which may be allotted and issued under the Issue Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with shares of the Company

---

## DEFINITIONS

---

“Latest Practicable Date”	15 March 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Memorandum” or “Memorandum of Association”	the existing memorandum of association of the Company
“Memorandum and Articles of Association”	the existing Memorandum and Articles of Association of the Company
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the existing Memorandum and Articles of Association as set out in Appendix III to this circular
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Viva China Holdings Limited” to “Viva Goods Company Limited” and its dual foreign name in Chinese from “非凡中國控股有限公司” to “非凡領越有限公司”
“Repurchase Mandate”	the general and unconditional mandate to the Directors to exercise the power of the Company to repurchase shares of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) at par value of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



**VIVA CHINA HOLDINGS LIMITED**

**非凡中國控股有限公司**

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

**(Stock Code: 8032)**

*Executive Directors:*

Mr. LI Ning (*Chairman and Chief Executive Officer*)

Mr. LI Chunyang

Mr. LI Qilin

*Non-executive Directors:*

Mr. Victor HERRERO

Mr. MA Wing Man

Ms. LYU Hong

*Independent non-executive Directors:*

Mr. LI Qing

Mr. PAK Wai Keung, Martin

Mr. WANG Yan

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

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

2/F, PopOffice

9 Tong Yin Street

Tseung Kwan O

New Territories

Hong Kong

21 March 2023

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**(2) RE-ELECTION OF DIRECTORS**

**(3) PROPOSED CHANGE OF COMPANY NAME**

**(4) ADOPTION OF THE AMENDED AND RESTATED**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**AND**

**(5) NOTICE OF THE ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM in relation to: (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of Directors; (iii) the Proposed Change of Company Name; (iv) the adoption of the Amended and Restated Memorandum and Articles of Association, and to give you a notice of the AGM.

---

## LETTER FROM THE BOARD

---

### ISSUE MANDATE

The Company has in issue an aggregate of 9,682,261,727 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the grant of Issue Mandate, the Company would be allowed to allot and issue up to a maximum of 1,936,452,345 Shares, representing approximately 20% of the issued Shares as at the date of the passing of the resolution approving the Issue Mandate assuming no further Shares will be issued or repurchased by the Company from the Latest Practicable Date and up to the date of the AGM.

### REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the number of shares of the Company in issue as at the date of the passing of the relevant resolution.

Subject to the passing of the proposed resolution for granting of the Repurchase Mandate to the Directors and assuming that no other Shares will be issued or repurchased by the Company from the Latest Practicable Date and up to the date of the AGM, there will be 9,682,261,727 Shares in issue, and the exercise of the Repurchase Mandate up to the 10% limit will enable the Company to repurchase up to 968,226,172 Shares.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM providing that any shares of the Company repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued shares of the Company as at the date of the grant of the Repurchase Mandate) will be added to the total number of shares of the Company which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the end of the period within which the Company is required by the Companies Act or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to such next annual general meeting.

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

---

## LETTER FROM THE BOARD

---

### RE-ELECTION OF DIRECTORS

In accordance with Articles 108(A) and 108(B) and pursuant to Appendix 15 of the GEM Listing Rules, Mr. Ma Wing Man (“**Mr. Ma**”), Mr. Li Qing (“**Mr. Li**”) and Mr. Wang Yan (“**Mr. Wang**”) will retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

In accordance with Article 112, Ms. Lyu Hong (“**Ms. Lyu**”) will retire at the AGM and, being eligible, offer herself for re-election at the AGM.

The Nomination Committee of the Board (the “**Nomination Committee**”) has considered the background, skills, knowledge and experience of the Directors offering themselves for re-election, having regard to the Board diversity policy. The Board diversity policy sets out that Board appointments are based on a number of criteria having due regard to the benefits of diversity on the Board including, without limitation, gender, age, cultural and educational background. The Board notes that the Directors offering themselves for re-election have extensive experience in their fields and professions and their education, backgrounds, experience and practices, which allows them to bring valuable perspectives, insights and skills to the Board and contributes to the diversity thereof.

Mr. Li and Mr. Wang have confirmed their independence pursuant to Rule 5.09 of the GEM Listing Rules. The Nomination Committee and the Board also considers Mr. Li and Mr. Wang meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with the terms of the guidelines.

The biographical details of the retiring Directors are set out in Appendix II to this circular.

### PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Viva China Holdings Limited” to “Viva Goods Company Limited” and the dual foreign name in Chinese of the Company from “非凡中國控股有限公司” to “非凡領越有限公司”.

#### Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the fulfillment of the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the AGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.



---

## LETTER FROM THE BOARD

---

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies in place of the former English name and dual foreign name in Chinese of the Company and issue a certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong regarding the Proposed Change of Company Name.

### **Reasons for the Proposed Change of Company Name**

The Group is principally engaged in (i) design and development, branding and sales of multi-brand sports and lifestyle apparel and footwear (the “**Consumables Business**”); and (ii) management and operation of sports parks, sports centres and ice-skating rinks and management and operation of e-sports clubs, coordination of sports events and sports-related marketing services. Since the Group has been actively expanding into the Consumable Business, the Board believes that the Proposed Change of Company Name will better reflect the identity of the Company, establish a clearer brand image to the Shareholders and potential investors and be beneficial to the Company’s future business development. In this regard, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### **Effects of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any rights of the existing Shareholders and the trading of the Shares on the Stock Exchange. All existing share certificates of the Company in issue bearing the present names of the Company shall, after the Proposed Change of Company Name becomes effective, continue to be evidence of title to such Shares and valid for trading, settlement, registration and delivery purpose. Accordingly, there will not be any arrangement for the exchange of the existing share certificates for new share certificates bearing the new English and Chinese names of the Company. If the Proposed Change of Company Name becomes effective, any new share certificates thereafter will be issued only in the new English and Chinese names of the Company and the shares of the Company will be traded on the Stock Exchange under the new names.

Subject to the confirmation by the Stock Exchange, the Company’s English and Chinese stock short names will be changed for trading in the shares of the Company on the Stock Exchange after the Proposed Change of Company Name becomes effective.

### **PROPOSED ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to amend the existing Memorandum and Articles of Association by way of adoption of new Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and Articles of Association, to reflect the Proposed Change of Company Name.

Details of the Proposed Amendments to the existing Memorandum and Articles of Association are set out in Appendix III to this circular.

---

## LETTER FROM THE BOARD

---

A special resolution will be proposed at the AGM for the Shareholders to, among others, consider and, if thought fit, approve the Proposed Amendments and the proposed adoption of the Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and Articles of Association. The Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association will take effect upon the Proposed Change of Company Name taking effect.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the GEM Listing Rules and the legal advisers to the Company as to the Cayman Islands Laws have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments.

Shareholders are advised that the Proposed Amendments and the Amended and Restated Memorandum and Articles of Association are prepared in English, and the Chinese translation of the same are for reference only. In case of any inconsistency, the English version shall prevail.

### **ACTIONS TO BE TAKEN**

A notice of the AGM is set out on pages 18 to 23 of this circular. At the AGM, in addition to the ordinary business of the meeting, resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate;
- (b) the re-election of Directors;
- (c) the Proposed Change of Company Name; and
- (d) the adoption of the Amended and Restated Memorandum and Articles of Association.

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 of the Company, 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. As such, all the resolutions other than resolutions purely on procedural or administrative matters, to be proposed at the AGM will be taken by poll. An announcement on the voting results of the AGM will be made by the Company after the AGM.

The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be the close of business on Tuesday, 4 April 2023. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 4 April 2023.

---

## LETTER FROM THE BOARD

---

A proxy form is also enclosed. Whether or not you intend to attend and vote at the AGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

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

### **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, 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 Directors are of the opinion that the resolutions are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
On behalf of the Board of  
**Viva China Holdings Limited**  
**LI Ning**  
*Chairman and Chief Executive Officer*

This appendix contains information required under the GEM Listing Rules to be included in an explanatory statement to accompany the notice of a general meeting at which a resolution is to be proposed in relation to the repurchase by the Company of its own Shares. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate at the AGM.

## **1. GEM LISTING RULES REQUIREMENTS FOR SHARE REPURCHASE**

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

## **2. REASONS FOR THE REPURCHASE MANDATE**

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

## **3. SHARE CAPITAL**

As at the Latest Practicable Date, the total issued share capital of the Company comprised 9,682,261,727 Shares. The exercise of the Repurchase Mandate up to the 10% limit will enable the Company to repurchase up to 968,226,172 Shares, on the assumption that no further Shares will be issued or repurchased before the date of the AGM.

## **4. SOURCE OF FUNDS**

Repurchase made pursuant to the Repurchase Mandate will be funded out of funds legally available for the purpose in accordance with the Company's Memorandum of Association, the Articles of Association and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a repurchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

Whilst the Repurchase Mandate, if exercise in full, may have 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 2022, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

## 5. MARKET PRICES

The highest and lowest prices at which the Shares were traded on GEM during previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2022</b>		
March	1.41	0.73
April	1.03	0.87
May	1.22	0.85
June	1.31	1.04
July	1.39	1.12
August	1.29	1.12
September	1.23	1.00
October	1.19	0.92
November	1.05	0.95
December	1.16	1.01
<b>2023</b>		
January	1.43	1.09
February	1.63	1.41
March <sup>#</sup>	1.72	1.59

*Note:*

<sup>#</sup> Up to the Latest Practicable Date

## 6. THE TAKEOVERS CODE

As at the Latest Practicable Date, as recorded in the register required to be kept by the Company under Part XV of the SFO and to the best of the knowledge of the Directors, Mr. Li Ning and parties acting in concert were interested and deemed to be interested in more than 50% of the issued share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to the extent which may result in the number of Shares in the hands of public falling below the minimum percentage prescribed by the Stock Exchange.

**7. SHARE REPURCHASES MADE BY THE COMPANY**

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

**8. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), presently intend to sell Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Company's Memorandum of Association, the Articles of Association and the applicable laws of the Cayman Islands.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the Repurchase Mandate is granted by the Shareholders.

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out below:

**Mr. Ma Wing Man, non executive Director**

**Mr. Ma Wing Man**, aged 57, has been a non-executive Director and a member of the audit committee of the Company since 2 June 2010. He is responsible for participating in strategic planning and advising on significant decision-making of the Group. Mr. Ma has over 30 years of experience in finance and administration. Mr. Ma has been employed by “Li Ning Foundation” as the financial controller since 2005. From 1992 to 2005, Mr. Ma had been employed first as accountant and later as financial and accounting manager of Jianlibao Holdings (H.K.) Company Limited, which was a wholesaler and retailer of Jianlibao drinks.

Mr. Ma graduated from Hong Kong Shue Yan College (predecessor of Hong Kong Shue Yan University) in 1989 with a diploma in business administration. In 1993, he obtained a diploma in accounting from School of Professional and Continuing Education, the University of Hong Kong. In 1998, he obtained a professional diploma for financial controllers & finance directors of foreign investment & foreign enterprise in China, which was jointly awarded by the School of Management Zhongshan University, China and The Hong Kong Management Association. In 2003, he obtained a bachelor of business administration degree with honours in accounting from the Open University of Hong Kong.

Mr. Ma has entered into a service agreement with the Company for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. He is entitled to receive an annual director’s fee of HK\$200,000 which was determined by the Board with reference to his responsibilities to be undertaken and such additional fees or other remuneration in respect of any special services agreed by the parties to be rendered by him as the parties may from time to time agree.

As at the Latest Practicable Date, Mr. Ma was deemed to be interested in an aggregate of 1,544,000 Shares and 6,000,000 underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ma has not held any other position with the Company or its subsidiaries, does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the GEM Listing Rules and does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Ma does not and did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

**Ms. Lyu Hong, non executive Director**

**Ms. Lyu Hong**, also known as Lu Hong, aged 51, has been a non-executive Director since 18 November 2022 and is also a member of the remuneration committee of the Company. She is responsible for participating in strategic planning and advising on significant decision-making of the Group.

Ms. Lyu has over 20 years of experience in global human resources management. She joined Pfizer Pharmaceuticals Limited (輝瑞製藥有限公司), a group member of Pfizer Inc. (NYSE: PFE), a company listed on the New York Stock Exchange which is a global biopharmaceutical corporation (together with its subsidiaries, the “**Pfizer Group**”) in September 1993 and started her career in the industry as a human resources learning and development manager in the PRC in August 1997. Since then, she progressed through increasingly senior human resources leadership positions within Pfizer Group. From June 2011 to August 2016, she was employed by Pfizer Business Service (Dalian) Co. Ltd. (輝瑞商務服務(大連)有限公司) and served as the vice president of human resources for the Asia Pacific region, leading a human resources team consisting of 260 team members which provided human resources and strategic management services to all business units, senior management and more than 30,000 employees across 15 Asia Pacific countries or regions. In 2016, Ms. Lyu was appointed as the vice president of the global human resources operations based in the New York headquarters of Pfizer Group and was subsequently redesignated as a senior vice president of human resources and relocated to Shanghai after the establishment of Pfizer’s Upjohn division in December 2018. Upon the merger of Pfizer’s Upjohn business (its primarily off-patent branded and generic established medicines business) with Mylan N.V. (a global pharmaceutical company) forming Viatrix Inc. (NASDAQ: VTRS) in November 2020, Ms. Lyu has been redesignated to be employed by Upjohn US Employment Inc. (a group member of Viatrix Inc.) and currently as the head of human resources for Greater China region and Japan, Australia and New Zealand region.

Ms. Lyu had been a director of C&J Clark (No 1) Limited (“**Clark**”) from February 2021 to December 2021 before Clark became a subsidiary of the Group. Ms. Lyu also previously acted as a non-executive director of Pfizer Limited (BSE: 500680), a company listed on the Bombay Stock Exchange, from December 2015 to November 2016.

Ms. Lyu obtained an executive master of business administration degree from Peking University in July 2006, and also obtained a bachelor degree in economy, major in international economy and trade, (through long distance learning) from Dongbei University of Finance and Economics (東北財經大學) in January 2007.



Ms. Lyu has entered into a service agreement with the Company for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. She is entitled to receive an annual director's fee of HK\$200,000 which was determined by the Board with reference to her responsibilities to be undertaken and such additional fees or other remuneration in respect of any special services agreed by the parties to be rendered by her as the parties may from time to time agree.

As at the Latest Practicable Date, Ms. Lyu has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Lyu has not held any other position with the Company or its subsidiaries, does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the GEM Listing Rules. Ms. Lyu does not and did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

#### **Mr. Li Qing, independent non executive Director**

**Mr. Li Qing**, aged 56, was appointed as an independent non-executive Director and a member of both the audit committee and the remuneration committee of the Company on 20 December 2019. He is responsible for supervising and providing independent judgement on the Group's strategies, performance, resources and standard of conduct. Mr. Li has accumulated over 20 years of experience in investment and asset management, merge and acquisition and business operation in Hong Kong and the PRC. Mr. Li graduated with an executive master of business administration degree from Guanghai School of Management of Beijing University (北京大學光華管理學院) in 2006.

Mr. Li has been appointed as an executive director of Crystal Clear Electronic Material Co., Ltd. (formerly known as Suzhou Crystal Clear Chemical Co., Ltd.) (SZSE: 300655), a company listed on the Shenzhen Stock Exchange, in July 2016 and is currently its chairman and chief strategy officer. He is currently the chairman of both Jiming Asset Management (Shanghai) Co., Ltd and Ma'anshan Jishipujiang Asset Management Co., Ltd. He was appointed as the president of HuaAn Funds Management Limited from May 2010 to September 2014 and a director of China Investment Information Services Limited, from July 2001 to July 2010.

Mr. Li has entered into a service agreement with the Company for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. He is entitled to receive an annual director's fee of HK\$250,000 which was determined by the Board with reference to his responsibilities to be undertaken and such additional fees or other remuneration in respect of any special services agreed by the parties to be rendered by him as the parties may from time to time agree.

As at the Latest Practicable Date, Mr. Li was deemed to be interested in an aggregate of 1,800,000 underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li has not held any other position with the Company or its subsidiaries, does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the GEM Listing Rules and does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Li does not and did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

**Mr. Wang Yan, independent non executive Director**

**Mr. Wang Yan**, aged 50, was appointed as an independent non-executive Director, the chairman of the remuneration committee, and a member of both the audit committee and the nomination committee of the Company on 1 July 2017. He is responsible for supervising and providing independent judgement on the Group's strategies, performance, resources and standard of conduct. From May 2003 to March 2021, he was a director of Sina Corporation ("**SINA**") (previous Nasdaq: SINA), which was previously listed on the Nasdaq Stock Market in the US and delisted on 23 March 2021 after privatisation. During the period from 1996 to March 2021, as the co-founder of SINA, Mr. Wang successively held the posts of chief executive officer and chairman. In May 2021, Mr. Wang has been appointed as an independent director of Weibo Corporation which is listed on the Nasdaq Stock Market in the US (Nasdaq: WB) and the Main Board of the Stock Exchange (stock code: 9898).

Mr. Wang obtained a bachelor degree in public law in July 1997 and a master degree in international relations in September 2020 from the Université Paris-Panthéon-Assas in France.

Mr. Wang has entered into a service agreement with the Company for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. He is entitled to receive an annual director's fee of HK\$250,000 which was determined by the Board with reference to his responsibilities to be undertaken and such additional fees or other remuneration in respect of any special services agreed by the parties to be rendered by him as the parties may from time to time agree.

As at the Latest Practicable Date, Mr. Wang was deemed to be interested in an aggregate of 1,800,000 underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang has not held any other position with the Company or its subsidiaries, does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the GEM Listing Rules and does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Wang does not and did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information relating to each of the retiring Directors that needs to be brought to the attention of the Shareholders or any information relating to each of the retiring Directors be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

*The following are the Proposed Amendments to the existing Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred herein are clauses, paragraphs and article numbers of the Memorandum and Articles of Association.*

### Memorandum

Paragraph Number	Existing Memorandum of the Association	Amended and Restated Memorandum of Association
Cover	MEMORANDUM OF ASSOCIATION (Adopted by Special Resolution passed on 10 October 2022) OF VIVA CHINA HOLDINGS LIMITED 非凡中國控股有限公司	AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION (Adopted by Special Resolution passed on [•] 2023) OF VIVA GOODS COMPANY LIMITED 非凡領越有限公司
Headings	AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION (Adopted by Special Resolution passed on 10 October 2022) OF VIVA CHINA HOLDINGS LIMITED 非凡中國控股有限公司	AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION (Adopted by Special Resolution passed on [•] 2023) OF VIVA GOODS COMPANY LIMITED 非凡領越有限公司
1.	The name of the Company is VIVA CHINA HOLDINGS LIMITED 非凡中國控股有限公司	The name of the Company is VIVA GOODS COMPANY LIMITED 非凡領越有限公司

### Articles of Association

Article Number	Existing Memorandum of the Association	Amended and Restated Memorandum of Association
Cover	AMENDED AND RESTATED ARTICLES OF ASSOCIATION (Adopted by Special Resolution passed on 10 October 2022) OF VIVA CHINA HOLDINGS LIMITED 非凡中國控股有限公司	AMENDED AND RESTATED ARTICLES OF ASSOCIATION (Adopted by Special Resolution passed on [•] 2023) OF VIVA GOODS COMPANY LIMITED 非凡領越有限公司
Headings	AMENDED AND RESTATED ARTICLES OF ASSOCIATION (Adopted by Special Resolution passed on 10 October 2022) OF VIVA CHINA HOLDINGS LIMITED 非凡中國控股有限公司	AMENDED AND RESTATED ARTICLES OF ASSOCIATION (Adopted by Special Resolution passed on [•] 2023) OF VIVA GOODS COMPANY LIMITED 非凡領越有限公司
1.(A)	“the Company” or “this Company” shall mean Viva China Holdings Limited 非凡中國控股有限公司 incorporated in the Cayman Islands on 13 January, 2000;	“the Company” or “this Company” shall mean Viva Goods Company Limited 非凡領越有限公司 incorporated in the Cayman Islands on 13 January, 2000;

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---



### VIVA CHINA HOLDINGS LIMITED

### 非凡中國控股有限公司

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

**(Stock Code: 8032)**

### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Viva China Holdings Limited (the “Company”) will be held at 2/F., PopOffice, 9 Tong Yin Street, Tseung Kwan O, New Territories, Hong Kong on Thursday, 13 April 2023 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements, the report of the directors of the Company (the “Directors”) and the report of the auditor of the Company for the year ended 31 December 2022.
2. To re-elect the retiring Directors (each as a separate resolution) and to authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint auditor and to authorise the Board to fix the remuneration of auditor.

And as special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

#### ORDINARY RESOLUTIONS

4. “THAT:
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), 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 the Company and to make or grant offers, agreements and options (including bonds, warrants, and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, or (iii) an issue of shares upon the exercise of the subscription rights under the share option scheme or similar arrangement for the time being adopted, shall not exceed 20 per cent. of the aggregate number of shares of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (c) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) 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 of the Company or any other applicable law of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by 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 exclusion 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).”

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all power of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and 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/or 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 number of issued shares of the Company repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue as at the date of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (b) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

6. “**THAT** conditional upon Resolution Nos. 4 and 5 set out in the notice concerning this meeting being passed, the general mandate granted to the Directors 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 number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5 set out in the notice convening this meeting, provided that such extended number of shares shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue as at the date of this resolution.”

And as special business, to consider and, if thought fit, pass the following resolutions as Special Resolutions:

### SPECIAL RESOLUTIONS

7. “**THAT:**
- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Viva China Holdings Limited” to “Viva Goods Company Limited”, and the dual foreign name in Chinese of the Company be changed from “非凡中國控股有限公司” to “非凡領越有限公司” with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands;
  - (b) any Director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of the name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”
8. “**THAT**, subject to the passing of special resolution no. 7 as set out in this notice,
- (a) the proposed amendments to the existing memorandum of association (the “**Memorandum**”) and the existing articles of association (the “**Articles of Association**”) of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 21 March 2023, be and are hereby approved and with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands;



---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

- (b) the amended and restated memorandum of association and the amended and restated articles of association of the Company (together, the “**Amended and Restated Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of each of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and are hereby approved and adopted as the memorandum of association and articles of association of the Company in substitution for and to the exclusion of the Memorandum and Articles of Association respectively with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands; and
- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the proposed adoption of the Amended and Restated Memorandum and Articles of Association.”

By order of the Board of  
**Viva China Holdings Limited**  
**LI Ning**  
*Chairman and Chief Executive Officer*

Hong Kong, 21 March 2023

*Executive Directors:*

Mr. LI Ning (*Chairman and Chief Executive Officer*)  
Mr. LI Chunyang  
Mr. LI Qilin

*Non-executive Directors:*

Mr. Victor HERRERO  
Mr. MA Wing Man  
Ms. LYU Hong

*Independent non-executive Directors:*

Mr. LI Qing  
Mr. PAK Wai Keung, Martin  
Mr. WANG Yan

*Head office and principal place  
of business in Hong Kong:*  
2/F, PopOffice  
9 Tong Yin Street  
Tseung Kwan O  
New Territories  
Hong Kong

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

*Notes:*

1. Pursuant to the GEM Listing Rules, all the above resolutions are to be voted by poll at the above meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or, if he/she/it is the holder of two or more shares, more than one proxy to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company.
3. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the meeting will be the close of business on Tuesday, 4 April 2023. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 4 April 2023.
4. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
5. Delivery of an instrument appointing a proxy should not preclude a shareholder from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint registered holders of a share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such share.