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

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

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**Plateau Treasures Limited**

**高原之寶有限公司**

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

**(Stock code: 8402)**

**PROPOSALS FOR**

- (I) GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND  
REPURCHASE SHARES;  
(II) RE-ELECTION OF DIRECTORS;  
AND  
(III) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Friday, 28 June 2024 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting, i.e. no later than Wednesday, 26 June 2024 at 11:00 a.m. (Hong Kong Time) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

*This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting. This circular will also be published on the Company’s website at [www.8402.com.hk](http://www.8402.com.hk).*

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## CHARACTERISTICS OF GEM

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

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

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Friday, 28 June 2024 at 11:00 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of Directors
“Articles of Association”	the articles of association of the Company, and the “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors from time to time
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Company”	Plateau Treasures Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“core connected person”	has the same meaning ascribed to this term in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders
“Group”	the Company and all of its subsidiaries from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 June 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“Registrar”	the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Treasury Shares”	has the meaning ascribed to it under the GEM Listing Rules which will come into effect on 11 June 2024 and as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“S\$”	Singapore dollars, the lawful currency of Singapore
“%”	per cent

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## LETTER FROM THE BOARD

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### Plateau Treasures Limited

### 高原之寶有限公司

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

**(Stock code: 8402)**

*Executive Directors:*

Ms. Chen Xiaoyu (*Chairperson*)

Mr. Ong Cheng Yew

*Non-executive Directors:*

Ms. Lin Xiaoqin

Mr. Chan Kwun Wah Derek

Ms. Yang Pu

Mr. Shi Shuyuan

*Independent non-executive Directors:*

Mr. Wong Carson Ka Chun

Ms. Chen Li

Mr. Ji Gaofeng

*Registered office:*

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of*

*business in Hong Kong:*

Room 1701

17/F., Wai Fung Plaza

664 Nathan Road

Mongkok, Kowloon

Hong Kong

4 June 2024

*To the Shareholders*

Dear Sir and Madam,

**PROPOSALS FOR  
(I) GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND  
REPURCHASE SHARES;  
(II) RE-ELECTION OF DIRECTORS;  
AND  
(III) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the re-election of Directors and the notice of the AGM.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

#### **General Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights issue or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) (including any sale or transfer of Treasury Shares out of treasury) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the number of issued Shares (excluding any Treasury Shares) as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares out of treasury) to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 480,010,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with (or sale or transfer out of treasury) a maximum of 96,002,000 Shares. If the Company conducts a share consolidation or subdivision after the General Mandate is granted, the maximum number of Shares that can be issued under the General Mandate will be adjusted so that such maximum number of Shares as a percentage of the total number of issued Shares as at the date immediately before and after such consolidation or subdivision will be the same.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of issued Shares (excluding any Treasury Shares) as at the date of granting of the Repurchase Mandate.

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## LETTER FROM THE BOARD

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Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 48,001,000 Shares. If the Company conducts a share consolidation or subdivision after the Repurchase Mandate is granted, the maximum number of Shares that can be repurchased under the Repurchase Mandate will be adjusted so that such maximum number of Shares as a percentage of the total number of issued Shares as at the date immediately before and after such consolidation or subdivision will be the same.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Act (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “**Relevant Period**”).

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

According to Article 84(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

According to Article 83(3), the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

In accordance with Article 84(1), Ms. Lin Xiaoqin, Ms. Yang Pu and Mr. Shi Shuyuan shall retire by rotation at the AGM. Being eligible, Ms. Lin Xiaoqin, Ms. Yang Pu and Mr. Shi Shuyuan will offer themselves for re-election as non-executive Directors.

In accordance with Article 83(3), since Mr. Ji Gaofeng was appointed as an independent non-executive Director with effect from 8 May 2024 to fill a casual vacancy on the Board following Mr. Tong Kai Tak’s resignation as an independent non-executive Director, Mr. Ji Gaofeng will retire from the office of director at the AGM and being eligible, he will offer himself for re-election at the AGM.



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## LETTER FROM THE BOARD

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At the AGM, ordinary resolutions will be proposed to re-elect each of Ms. Lin Xiaoqin, Ms. Yang Pu and Mr. Shi Shuyuan as non-executive Directors, and Mr. Ji Gaofeng as an independent non-executive Director.

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

### AGM

A notice convening the AGM to be held at 21/F., Grand Millennium Plaza, 181 Queen's Road Central, Sheung Wan, Hong Kong on Friday, 28 June 2024 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM, i.e. no later than Wednesday, 26 June 2024 at 11:00 a.m. (Hong Kong Time) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

The record date for determining the entitlement of the Shareholders of the Company to attend and vote at the AGM will be Monday, 24 June 2024. In order to be entitled to attend and vote at the AGM, all transfers of Shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Monday, 24 June 2024.

As there is no Shareholder who has any material interest in the resolutions proposed at the AGM, none of the Shareholders is required to abstain from voting on such resolutions. Separately, holders of Treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

### 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate), the Repurchase Mandate and the proposed re-election of Directors are 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.

### GENERAL

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

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of the Board of  
**Plateau Treasures Limited**  
**Chen Xiaoyu**  
*Chairperson and Executive Director*

*This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.*

*This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:*

## **1.        NUMBER OF SHARES WHICH MAY BE REPURCHASED**

Exercise in full of the Repurchase Mandate, on the basis of 480,010,000 Shares in issue as at the Latest Practicable Date, would result in 48,001,000 Shares (representing 10% of the number of issued Shares (excluding any Treasury Shares) as at the date of passing of the resolution) being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

## **2.        REASONS FOR PROPOSED REPURCHASE OF SHARES**

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

## **3.        SOURCE OF FUNDS**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that the amount of capital paid in connection with a repurchase may only be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of the Cayman Islands. The amount of premium payable on repurchase may only be paid out of either the profits of the

Company or out of the share premium account before or at the time of the repurchase in the manner provided for in the laws of the Cayman Islands. The Company will not purchase the securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

#### **4.        EFFECT OF EXERCISING THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### **5.        DISCLOSURE OF INTERESTS**

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

#### **6.        CONFIRMATIONS**

The Directors confirm that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Directors confirm that neither the explanatory statement set out in this Appendix nor the proposed share repurchase has unusual features.

#### **7.        THE TAKEOVERS CODE**

If, as a result of a repurchase, pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

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**APPENDIX I                      EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder(s) is/are interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column as follows:

<b>Name of Shareholder</b>	<b>Number of Shares held</b> <i>(Note 1)</i>	<b>Approximate % of shareholding as at the Latest Practicable Date</b>	<b>Approximate % of shareholding if the Repurchase Mandate is exercised in full</b>
Million Treasure International Holdings Limited (“ <b>Million Treasure</b> ”) <i>(Note 2)</i>	289,920,000 (L)	60.40%	67.11%

*Notes:*

1. The letter “L” denotes a long position in the shareholder’s interest in the share capital of our Company.
2. Million Treasure is owned as to 80% by Mr. Zhang Zhang, who is deemed to be interested in all the Shares held by Million Treasure by virtue of the SFO.

On the basis that the issued share capital of the Company remains unchanged up to date of the AGM, in the event that the Repurchase Mandate is exercised in full to repurchase the Shares, the attributable shareholding of Million Treasure would be increased to approximately 67.11% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholder(s) or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

## **8. NO REPURCHASES OF SHARES BY THE COMPANY**

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months up to the Latest Practicable Date.

**9.      CORE CONNECTED PERSON**

No core connected persons (as defined in the GEM Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

**10.     SHARE PRICES**

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

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
May	2.490	1.460
June	2.550	0.270
July	1.690	1.080
August	1.590	1.130
September	1.350	0.990
October	1.250	0.950
November	1.100	0.680
December	0.980	0.610
<b>2024</b>		
January	0.670	0.120
February	0.355	0.233
March	0.255	0.180
April	0.237	0.143
May	0.223	0.125
June (up to the Latest Practicable Date)	0.195	0.173

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

**(1) Ms. Lin Xiaoqin (“Ms. Lin”)**

Ms. Lin, aged 48, was appointed as a non-executive Director on 30 July 2021. Ms. Lin is one of the core founders and currently the chairperson of Shenzhen Qianzhi Network Technology Co., Ltd., and the chairperson and president of Shenzhen Qianzhi Biotechnology Co., Ltd. Ms. Lin has more than 20 years of professional experience in beauty industry.

Ms. Lin has entered into a letter of appointment with the Company for a term of one year commencing from 30 July 2021 provided that her employment may be terminated at any time on expiry of not less than one month’s written notice given by either party. Her directorship in the Company is subject to retirement and re-election at general meetings of the Company in accordance with the Articles of Association. Pursuant to such letter of appointment, she is entitled to receive a remuneration of HK\$10,000 per month. The remuneration of Ms. Lin is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to her experience, duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

As at the Latest Practicable Date, save as disclosed herein, Ms. Lin does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Lin does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(2) Ms. Yang Pu (“Ms. Yang”)**

Ms. Yang, aged 41, was appointed as a non-executive Director on 16 May 2023. Ms. Yang is the chief financial officer of Henan Jinqi Jiaye Commercial Operation Management Company Limited since March 2022, where she is responsible for the management of daily income and expenditure and office finance and the making of overall and long-term planning for the company’s financial activities and coordinating the company’s financial management.

Ms. Yang worked as a director of hospital office at Henan Yiruida Medical Service Company Limited from December 2020 to January 2022, where she was responsible for formulating, leading, supervising and implementing work plans and implementation of hospital systems. From September 2018 to August 2020, Ms. Yang worked as an operation manager at Henan Yiruida Hotel Management Company Limited, where she was responsible for formulating hotel business planning and operating policies.

Ms. Yang has entered into a letter of appointment with the Company for a term of one year commencing from 16 May 2023 provided that her employment may be terminated at any time on expiry of not less than one month's written notice given by either party. Her directorship in the Company is subject to retirement and re-election at general meetings of the Company in accordance with the Articles of Association. Pursuant to such letter of appointment, she is entitled to receive a remuneration of HK\$10,000 per month. The remuneration of Ms. Yang is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to her experience, duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

As at the Latest Practicable Date, save as disclosed herein, Ms. Yang does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Yang does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(3) Mr. Shi Shuyuan (“Mr. Shi”)**

Mr. Shi, aged 49, was appointed as a non-executive Director on 16 May 2023. Mr. Shi is the director of Xiamen Zhongchuang Zhigou Technology Company Limited (formerly known as Xiamen Souxun Technology Company Limited), a national high-tech enterprise which operates and manages a social e-commerce platform, since July 2007. From February 2004 to July 2018, Mr. Shi also acted as the general manager of Jinjiang Qingyang Yiwang Shoes Industry Information Technology Service Center. Mr. Shi obtained the China Securities Investment Fund Industry Practising Certificate in December 2020.

Mr. Shi has entered into a letter of appointment with the Company for a term of one year commencing from 16 May 2023 provided that his employment may be terminated at any time on expiry of not less than one month's written notice given by either party. His directorship in the Company is subject to retirement and re-election at general meetings of the Company in accordance with the Articles of Association. Pursuant to such letter of appointment, he is entitled to receive a remuneration of HK\$10,000 per month. The remuneration of Mr. Shi is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to her experience, duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

As at the Latest Practicable Date, save as disclosed herein, Mr. Shi does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Shi does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.



**(4) Mr. Ji Gaofeng (“Mr. Ji”)**

Mr. Ji, aged 45, was appointed as an independent non-executive Director on 8 May 2024. He is currently a member of each of the audit committee, nomination committee and remuneration committee. Mr. Ji graduated with a bachelor’s degree in marketing from Henan Institute of Science and Technology in January 2007. Mr. Ji has over 18 years of experience in internet platform operations and is well-versed in the commercialisation of internet technologies. Mr. Ji currently serves as the deputy general manager at Henan Zhongying Intelligent Technology Co., Ltd. Prior to this, Mr. Ji held various key management positions in several technology companies and has invested in and founded several internet technology companies since 2005.

Mr. Ji has entered into a letter of appointment with the Company for a term of three years commencing 8 May 2024 subject to termination in certain circumstances as stipulated in the relevant letter of appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to such letter of appointment, he is entitled to an annual remuneration of HK\$120,000. The remuneration of Mr. Ji is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Ji does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Ji does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information relating to each of Ms. Lin, Ms. Yang, Mr. Shi and Mr. Ji that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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### Plateau Treasures Limited

### 高原之寶有限公司

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

**(Stock code: 8402)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Plateau Treasures Limited (the “Company”) will be held at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Friday, 28 June 2024 at 11:00 a.m., for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2023;
2. To re-elect Ms. Lin Xiaoqin as non-executive Director;
3. To re-elect Ms. Yang Pu as non-executive Director;
4. To re-elect Mr. Shi Shuyuan as non-executive Director;
5. To re-elect Mr. Ji Gaofeng as independent non-executive Director;
6. To authorise the board of Directors to fix the Directors’ remuneration;
7. To re-appoint Yongtuo Fuson CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

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## NOTICE OF AGM

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8. To, as special business, consider and, if thought fit, pass the following resolution (with or without amendment) as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the GEM Listing Rules coming into effect 11 June 2024 and as amended from time to time, “**Treasury Shares**”) out of treasury) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares 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, shall not exceed the aggregate of:
  - aa) 20% of the number of issued Shares (excluding any Treasury Shares) on the date of the passing of this resolution; and
  - bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares (excluding any Treasury Shares) on the date of the passing of resolution no. 9),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

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## NOTICE OF AGM

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(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (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, the Companies Act (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong); and

- (e) any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of Treasury Shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.”

9. To, as special business, consider and, if thought fit, pass the following resolution (with or without amendment) as ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act (Revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

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## NOTICE OF AGM

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- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the number of issued Shares (excluding any Treasury Shares) as at the date of the passing of this resolution, and the authority shall be limited accordingly; and
  - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (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, the Companies Act (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
10. To, as special business, consider and, if thought fit, pass the following resolution (with or without amendment) as ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 8 above in respect of the number of Shares referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By Order of the Board  
**Plateau Treasures Limited**  
**Chen Xiaoyu**  
*Chairperson and Executive Director*

Hong Kong, 4 June 2024

*Registered office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

Room 1701  
17/F., Wai Fung Plaza  
664 Nathan Road  
Mongkok, Kowloon  
Hong Kong

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## NOTICE OF AGM

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*Notes:*

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy, if he held more than one Share, to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM, i.e. no later than Wednesday, 26 June 2024 at 11:00 a.m. (Hong Kong Time) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish.
4. In relation to the proposed resolutions no. 2 to 5 above, details of the retiring Directors standing for re-election are set out in Appendix II to the circular of the Company dated 4 June 2024.
5. In relation to proposed resolutions nos. 8 and 10 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
6. In relation to proposed resolution no. 9 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 4 June 2024.
7. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the AGM will be Monday, 24 June 2024. In order to be entitled to attend and vote at the AGM, all transfers of Shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Monday, 24 June 2024.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 8:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at [www.8402.com.hk](http://www.8402.com.hk) and on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.