
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 stockbroker or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hang Sang (Siu Po) International Holding Company Limited** (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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



HANG SANG (SIU PO) INTERNATIONAL HOLDING COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3626)

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

A notice convening the annual general meeting of the Company to be held at 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong, on Friday, 4 December 2020 at 11:00 a.m. is set out on pages 14 to 20 of this circular.

A form of proxy for use at the annual general meeting or any adjournment thereof is enclosed with this circular. Whether or not you are able to attend such meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting 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.

References to time and dates in this circular are to Hong Kong time and dates.

PRECAUTIONARY MEASURES FOR THE AGM

Please see pages 19 to 20 of the AGM Notice for measures being taken to try to prevent and control the spread of the novel coronavirus (“COVID-19”) at the AGM, including:

- compulsory body temperature checks;
- required wearing of a surgical face mask for each attendee; and
- no distribution of corporate gift and refreshment.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine will be denied entry into the AGM venue. The Company reminds Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	4
2. Issue Mandate	5
3. Repurchase Mandate	5
4. Proposed Re-election of Directors	5
5. AGM	6
6. Voting by Way of Poll	6
7. Responsibility Statement	6
8. Recommendation	6
9. Additional Information	7
 Appendix I – Explanatory Statement for the Repurchase Mandate	 8
 Appendix II – Particulars of Directors Proposed for Re-election	 11
 Notice of Annual General Meeting	 14

Accompanying: Form of proxy for the AGM

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong on Friday, 4 December 2020 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 14 to 20 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“A W Printing”	A W Printing & Packaging Limited, a company incorporated in Hong Kong with limited liability on 29 November 1994 and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Company”	Hang Sang (Siu Po) International Holding Company Limited, a company incorporated as an exempted company with limited liability in the Cayman Islands, whose Shares are listed on the main board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extended Mandate”	a general and unconditional mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hang Sang (Siu Po)”	Hang Sang (Siu Po) Press Company Limited (恆生(兆保)印務有限公司), a company incorporated in Hong Kong with limited liability on 12 November 1999
“Hang Sang (Siu Po) Holding”	Hang Sang (Siu Po) Holding Limited, a company incorporated in the British Virgin Islands with limited liability on 8 October 2015 and a wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“Latest Practicable Date”	20 October 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the AGM as set out on pages 14 to 20 of this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“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)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
“%”	per cent

LETTER FROM THE BOARD



HANG SANG (SIU PO) INTERNATIONAL HOLDING COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3626)

Executive Directors:

Mr. FUNG Man Wai Samson

(Chairman and Chief Executive Officer)

Mr. FUNG Man Kam *(Senior Vice President)*

Mr. FUNG Kar Chue Alexander *(Vice President)*

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Dr. LOKE Yu

Ms. FUNG Po Yee

Ms. SUNG Ting Yee

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

Block C, 5/F.,

Gee Hing Chang Industrial Building

No. 16 Cheung Yue Street

Cheung Sha Wan

Kowloon

Hong Kong

28 October 2020

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

At the last annual general meeting of the Company held on 29 November 2019, general mandates were given to the Directors to exercise the powers of the Company to issue Shares and to repurchase Shares. Such mandates will lapse at the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM for the granting of general mandates to the Directors to issue Shares and to repurchase Shares.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the relevant information regarding the resolutions to be proposed at the AGM, including the grant of the General Mandates and the re-election of the retiring Directors.

2. ISSUE MANDATE

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 184,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 36,800,000 Shares.

3. REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors 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 not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the 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.

4. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to, amongst others, article of 84 of the Articles, Ms. Fung Po Yee and Ms. Sung Ting Yee will retire as Directors and, being eligible, offer themselves for re-election at the AGM.

Their appointments had been reviewed and assessed by the Nomination Committee. The Board is of the view that Ms. Fung Po Yee and Ms. Sung Ting Yee are able to continue fulfill their jobs as required and meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

With their broad and solid management skills and experience, the Board is of the view that Ms. Fung Po Yee and Ms. Sung Ting Yee are able to provide various professional advices in different field thus making contribution to diversity of the Board.

LETTER FROM THE BOARD

The biographical details of the abovenamed Directors are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

5. AGM

A notice convening the AGM is set out on pages 14 to 20 of this circular.

Enclosed with this circular is a form of proxy for use at the AGM. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM 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. In the event that you attend the AGM after having lodged the form of proxy, your form of proxy will be deemed to have been revoked.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. The Chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to article 66 of the Articles. The Company will then announce the results of the poll in the manner stipulated under Rule 13.39(5) of the Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolutions to be approved at the AGM.

7. RESPONSIBILITY STATEMENT

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

8. RECOMMENDATION

The Board considers that the granting of the General Mandates (including the Issue Mandate, the Repurchase Mandate and the Extended Mandate), and the proposed re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM referred to above and as set out in the Notice.

LETTER FROM THE BOARD

9. ADDITIONAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board
Fung Man Wai Samson
Chairman, Chief Executive Officer and Executive Director

The Appendix is an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate and should be read in conjunction with the Letter from the Board on pages 4 to 7 of this Circular.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 184,000,000 Shares.

Subject to the passing of the ordinary resolution to approve Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 18,400,000 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase(s) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Any repurchase of Shares will be made out of funds which are legally available for the purpose in accordance with the Articles and the laws of the Cayman Islands. A listed company may not repurchase its own shares 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. It is envisaged that the funds required for any repurchase under the Repurchase Mandate would be derived from those funds of the Company which are legally permitted to be utilised in this connection.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 30 June 2020 in the event that the repurchase(s) of Shares under the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARES REPURCHASES MADE BY THE COMPANY

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

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months prior to the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
October	0.90	0.75
November	0.89	0.78
December	0.83	0.67
2020		
January	0.82	0.62
February	0.71	0.50
March	0.63	0.51
April	0.68	0.51
May	0.70	0.53
June	0.67	0.52
July	0.62	0.52
August	0.60	0.57
September	0.68	0.42
October (up to the Latest Practicable Date)	0.47	0.47

6. UNDERTAKING AND DISCLOSURE OF INTERESTS

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company and no such person has undertaken not to do so in the event that the Repurchase Mandate is granted by the Shareholders.

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of any repurchase(s) of Shares 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 of voting rights for the purposes of the Takeovers Code, and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the following Shareholder(s) were interested in 5% or more of the Company's issued share capital:

Name of Shareholder	Number of Shares held as at the Latest Practicable Date	Percentage of holding as at the Latest Practicable Date	Percentage of holding if the Repurchase Mandate is exercised in full
HSSP Limited ("HSSPL") (Notes 1 & 2)	138,000,000	75.00%	83.33%

Notes:

- (1) HSSPL is the Controlling Shareholder of the Company.
- (2) HSSPL was held as to 62% by Mr. Fung Man Wai Samson and as to 38% by Mr. Fung Man Kam as at the Latest Practicable Date. Therefore, Mr. Fung Man Wai Samson and Mr. Fung Man Kam are deemed to be interested in the 138,000,000 Shares held by HSSPL under the Securities and Futures Ordinance.

Save as aforesaid and based on the information available to the Directors as at the Latest Practicable Date, the Directors are not aware of any consequences or implications which may arise under the Takeovers Code as a result of exercising the power to repurchase Shares under the Repurchase Mandate.

The Directors have no present intention of exercising the Repurchase Mandate. The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the hands of the public. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under the Rule 8.08 of the Listing Rules.

The biographical details of the Directors (as required by the Listing Rules) eligible for re-election at the AGM are set out below:

Ms. Fung Po Yee (馮寶儀)

Ms. Fung Po Yee (“Ms. Fung”), aged 44, was appointed as an independent non-executive Director and the chairman of our Nomination Committee. She is also a member of each of our Remuneration Committee and Audit Committee on 26 April 2016.

Ms. Fung obtained her bachelor of laws degree in December 1998 and was awarded the Postgraduate Certificate in Laws in September 1999 at The University of Hong Kong. She was also awarded the Postgraduate Diploma in International Commercial Law at The University of Nottingham of the United Kingdom in December 2003. Ms. Fung was admitted as a solicitor in September 2002.

Ms. Fung worked at Woo, Kwan, Lee & Lo between September 2002 and June 2007, with her last position being an assistant solicitor. She then joined Reed Smith Richards Butler (formerly known as Richards Butler) as an assistant solicitor between July 2007 and August 2009, and between April 2011 and December 2012. She joined BOC Hong Kong (Holdings) Limited (stock code: 2388), the issued shares of which are listed on the Stock Exchange, as an assistant company secretary between August 2009 and March 2011. In January 2013, Ms. Fung co-founded CFN Lawyers, a law firm in association with Broad & Bright, and is currently a partner of the firm.

Save as disclosed herein, as at the Latest Practicable Date, (i) Ms. Fung did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) did not hold other positions with the Company and its subsidiaries; and (iv) had not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Ms. Fung has entered into a service contract with the Company commencing from 26 April 2020. She is subject to retirement by rotation and/or re-election by general meetings in accordance with the Articles. Ms. Fung is entitled to a director’s fee of HK\$120,000 per annum which is determined by arm’s length negotiation between Ms. Fung and the Company and with reference to her duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no information relating to Ms. Fung that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the Shareholders.

Ms. Sung Ting Yee (宋婷兒)

Ms. Sung Ting Yee (“Ms. Sung”), aged 46, was appointed as an independent non-executive Director and the chairman of our Remuneration Committee. She is also a member of each of our Nomination Committee and Audit Committee on 26 April 2016.

Ms. Sung obtained a bachelor’s degree in accountancy at the Birmingham City University (formerly known as University of Central England in Birmingham), United Kingdom and a master’s degree in business administration at the University of Birmingham, United Kingdom. She is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

She has more than 22 years of experience in accounting, finance, internal and external auditing.

In April 2008, Ms. Sung joined Capital Finance Holdings Limited (stock code: 8239) (formerly known as Ming Kei Energy Holdings Limited and Ming Kei Holdings Limited), the issued shares of which are listed on the Stock Exchange, as an internal audit manager, and was appointed as the chief investment officer in March 2010 and also as the chief financial officer in September 2010. In May 2012, Ms. Sung resigned as the chief investment officer but remained as the chief financial officer, and was re-designated from her position as the chief financial officer to the position of the group financial controller in August 2012. She was re-designated as the chief financial officer from July 2013 to September 2015, and the company secretary from October 2014 to January 2015, respectively. Ms. Sung has been re-designated to the chief investment officer of Capital Finance Holdings Limited since July 2013 and resigned from this position with effect from September 2016.

Besides, Ms. Sung was appointed as an executive director of Huasheng International Holding Limited (stock code: 1323) (formerly known as Newtree Group Holdings Limited), the issued shares of which are listed on the Stock Exchange, in April 2012. In May 2012, she was appointed as a financial controller and was designated as the group finance director in November 2012 but resigned as the group finance director in January 2013. She was then appointed as the joint vice-chairman and the chief executive officer in July 2014. She retired as an executive director and ceased to be a joint vice-chairman in August 2015 and the chief executive officer on 31 March 2016.

In addition, Ms. Sung was appointed as the chairman, an executive director and the finance director of China Ocean Fishing Holdings Limited (stock code: 8047) (formerly known as Sky Forever Supply Chain Management Group Limited, Rising Power Group Holdings Limited and China Neng Xiao Technology (Group) Limited), the issued shares of which are listed on the Stock Exchange, in May 2013. She resigned as the chairman in September 2013 but remained as an executive director and the finance director. Ms. Sung resigned as an executive director and the finance director on 10 January 2014 and 17 January 2014 respectively.

Ms. Sung is currently the Responsible Officer of AccFin Corporate Finance Limited, which is principally engaged in advising on corporate finance (with SFC Type 6 license) and a certified public accountant (practicing) of her wholly-owned audit firm.

Save as disclosed herein, as at the Latest Practicable Date, (i) Ms. Sung did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) did not hold other positions with the Company and its subsidiaries; and (iv) had not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Ms. Sung has entered into a service contract with the Company commencing from 26 April 2020. She is subject to retirement by rotation and/or re-election by general meetings in accordance with the Articles. Ms. Sung is entitled to a director's fee of HK\$120,000 per annum which is determined by arm's length negotiation between Ms. Sung and the Company and with reference to her duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no information relating to Ms. Sung that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



HANG SANG (SIU PO) INTERNATIONAL HOLDING COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3626)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Hang Sang (Siu Po) International Holding Company Limited (the “Company”) will be held at 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong on Friday, 4 December 2020 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the auditor of the Company (the “Auditor”) for the year ended 30 June 2020;
2. (a) To re-elect Ms. Fung Po Yee (馮寶儀) as an independent non-executive Director of the Company; and

(b) To re-elect Ms. Sung Ting Yee (宋婷兒) as an independent non-executive Director of the Company;
3. To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors;
4. To re-appoint Grant Thornton Hong Kong Limited as Auditor and to authorise the Board to fix their remuneration;
5. To consider and, if thought fit, to pass, with or without modification, the following resolution as ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional ordinary shares in the share capital of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company, and to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other

NOTICE OF ANNUAL GENERAL MEETING

securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (f) below);
 - (ii) exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into or carry rights to subscribe for Shares;
 - (iii) the grant or exercise of the subscription rights under any option scheme or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with with the articles of association of the Company (“Articles”); and
 - (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked;

NOTICE OF ANNUAL GENERAL MEETING

(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 or any applicable laws of Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(f) “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 the holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, any relevant jurisdiction, any recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

6. To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, subject to and in accordance with all applicable laws and regulations, the Articles and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares, which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(c) any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; 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 or any applicable laws of Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as ordinary resolution of the Company:

“**THAT** subject to the passing of Resolutions No. 5 and No. 6 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers pursuant to the Resolution No. 5 as set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution No. 6 as set out in the notice convening this meeting, provided that such amount so repurchased shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said Resolution.”

Yours faithfully,

For and on behalf of the Board

Fung Man Wai Samson

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 28 October 2020

NOTICE OF ANNUAL GENERAL MEETING

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

Block C, 5/F., Gee Hing Chang Industrial Building
No. 16 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

Notes:

1. A Shareholder entitled to attend and vote at the AGM convened by this Notice of AGM is entitled to appoint one or more proxies (if the Shareholder holds two or more Shares) to attend and vote instead of him/her at the AGM. A proxy need not be a Shareholder of the Company but must attend the AGM in person to represent you.
2. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM.
3. In the case of joint holders of any Share(s), any one of such persons may vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish. In the event that you attend the AGM, the form of proxy will be deemed to have been revoked.
5. The register of members will be closed and no transfer of shares will be effected during the period from Tuesday, 1 December 2020 to Friday, 4 December 2020, both days inclusive, for determining the members' eligibility to attend and vote at the AGM of the Company to be held on Friday, 4 December 2020.
6. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 30 November 2020.
7. An explanatory statement containing further details regarding Resolution 6 above is set out in Appendix I to the circular of which this Notice of AGM forms part (the "Circular").
8. Particulars of the retiring Directors are set out in Appendix II to the Circular.
9. A form of proxy for use in connection with the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.hangsangpress.com).

NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE AGM

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius will not be admitted to the meeting venue;
- (ii) each attendee is required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats;
- (iii) each attendee who has travelled outside Hong Kong within the 14-day period immediately prior to the AGM or is subject to any Hong Kong Government prescribed quarantine, will be denied entry into the meeting venue and be required to leave the meeting venue;
- (iv) any attendee who fails or refuses to comply with any of the abovementioned measures will be refused admission to the meeting venue; and
- (v) no refreshment will be served, and there will be no corporate gift.

The Company will keep the evolving COVID-19 situation under review and the Company may be required to change the 2020 AGM arrangements at short notice. The Shareholders should constantly check the Company's website (www.hangsangpress.com) or the Stock Exchange's website (www.hkexnews.hk) for any future announcement(s) and update(s) on the 2020 AGM arrangements.

In addition, the Company reminds all shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the proxy form attached to this document in accordance with the instructions contained therein.

If any shareholder chooses not to attend the AGM in person but has any question(s) about any resolution or about the Company, or has any matters for communication with the Board, he/she is welcome to send such questions or matters in writing to our registered office or to our email at ir@hangsangpress.com.

NOTICE OF ANNUAL GENERAL MEETING

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Branch Share Registrar of the Company, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Hong Kong
Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990
Enquiry: www.computershare.com/hk/contact