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

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If you are in any doubt about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SAMSON HOLDING LTD., you should at once hand this circular together with the accompanying annual report and form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**SAMSON HOLDING LTD.**

**順誠控股有限公司\***

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

**(Stock code: 00531)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,  
RE-ELECTION OF RETIRING DIRECTORS AND CONTINUING  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
WHO HAS SERVED MORE THAN NINE YEARS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the 2022 annual general meeting (the “Meeting”) of Samson Holding Ltd. (the “Company”) to be held at 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 19 May 2022 at 11:00 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you intend to attend the Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company’s branch share registrar 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 but in any event not less than 48 hours before the time appointed for the holding of the Meeting (i.e. not later than 11:00 a.m. on Tuesday, 17 May 2022 (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 Meeting and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

\* For identification purposes only

12 April 2022

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# CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
– Introduction .....	3
– The Repurchase Mandate .....	4
– The Issue Mandate .....	4
– Re-election of Retiring Director and Continuing Appointment of Independent Non-executive Director who has served more than nine years .....	4
– Notice of 2022 Annual General Meeting .....	5
– Voting at the 2022 Annual General Meeting .....	6
– Recommendation .....	6
<b>Appendix I – Explanatory Statement for Repurchase Mandate</b> .....	7
<b>Appendix II – Biographical Details of the Retiring Directors Proposed for Re-election</b> .....	10
<b>Notice of 2022 Annual General Meeting</b> .....	13

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## DEFINITIONS

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

“AGM”	the 2022 annual general meeting of the Company
“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Samson Holding Ltd., a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to issue, allot and deal with unissued Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	30 March 2022, being the latest practicable date prior to the printing of this circular for ascertaining information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to purchase on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing of the relevant resolution

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of US\$0.05 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-Backs approved by the Securities and Futures Commission as amended from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“US\$”	United States dollar(s), the lawful currency of the United States

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## LETTER FROM THE BOARD

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### SAMSON HOLDING LTD.

順誠控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00531)

*Chairman & Executive Director:*

Mr. Shan Huei KUO

*Deputy Chairman & Executive Director:*

Ms. Yi-Mei LIU

*Executive Director:*

Mr. Mohamad AMINOZZAKERI

*Non-executive Director:*

Mr. Sheng Hsiung PAN

*Independent Non-executive Directors:*

Mr. Ming-Jian KUO

Mr. Siu Ki LAU

Mr. Sui-Yu WU

*Registered Office:*

Grand Pavilion

Hibiscus Way

802 West Bay Road

P.O. Box 31119, KY1-1205

Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Unit 1007, 10th Floor,

Haleson Building

1 Jubilee Street, Central

Hong Kong

12 April 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,  
RE-ELECTION OF RETIRING DIRECTORS AND CONTINUING  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
WHO HAS SERVED MORE THAN NINE YEARS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on Thursday, 19 May 2022. These include ordinary resolutions relating to (i) the granting to the Directors the Repurchase Mandate and the Issue Mandate; and (ii) the re-election of each of the retiring Directors and continuing appointment of Independent Non-executive Director who has served more than nine years.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to purchase shares on the Stock Exchange, or on any other stock exchange on which the shares of the Company may be listed, up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing of the relevant resolution.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the proposed granting of the Repurchase Mandate at the AGM is set out in Appendix I to this circular.

### THE ISSUE MANDATE

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to issue, allot and deal with unissued Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 3,107,473,773 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 621,494,754 Shares.

In addition, an ordinary resolution will further be proposed at the AGM adding to the Issue Mandate any Shares repurchased by the Company pursuant to the Repurchase Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

### RE-ELECTION OF RETIRING DIRECTOR AND CONTINUING APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS

In accordance with article 130 of the Articles, Mr. Mohamad AMINOZZAKERI, Mr. Sheng Hsiung PAN and Mr. Ming-Jian KUO (collectively, the “Retiring Directors”), who will retire by rotation as Directors at the AGM. The Retiring Directors, being eligible, will offer themselves for re-election at the AGM. The biographical details of the Retiring Directors which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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The Nomination Committee, having reviewed the Board's structure, size and composition, nominated the Retiring Directors to the Board for it to recommend to Shareholders for re-election at the AGM. The nominations were made in accordance with the Company's board diversity policy, the nomination policy and the objective criteria, including the differences in the talents, skills, regional and industry experience, background, gender, age and other qualities of the members of the Board, and the overall contributions and services to the Company of the Retiring Directors and the level of participation and performance on the Board.

In particular, with respect to Mr. Ming-Jian KUO ("**Mr. Kuo**"), the Board (including all members other than Mr. Kuo) and the Nomination Committee (including all members other than Mr. Kuo) have reviewed his independence criteria as Mr. Kuo has served as the Independent Non-executive Directors for more than nine years.

Under Code provision A.4.3 of Appendix 14 to the Listing Rules, any further appointment of an Independent Non-executive Director serving more than 9 years should be subject to a separate resolution to be approved by the shareholders.

Mr. Kuo has served as an Independent Non-executive Director of the Company for more than 9 years since 24 October 2005. As an Independent Non-executive Director, Mr. Kuo has not engaged in any executive management of the Company. Mr. Kuo has been serving as the chairman of the Remuneration Committee and a member of the Nomination Committee of the Company for more than 16 years. With extensive experience and knowledge and in-depth understanding of the Group's operations and business, Mr. Kuo has continuously expressed objective views and given independent guidance to the Company over the past years. He continues demonstrating a firm commitment to his role. The Nomination Committee (including all members other than Mr. Kuo) and the Board (including all members other than Mr. Kuo) consider that the long service of Mr. Kuo would not affect his exercise of independent judgement and are satisfied that Mr. Kuo has the required character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director and consider Mr. Kuo to be independent. Furthermore, given the extensive knowledge and experience of Mr. Kuo in the banking and financial fields, the Nomination Committee (including all members other than Mr. Kuo) and the Board (including all members other than Mr. Kuo) believe that his re-election as a Director is in the best interests of the Company and the Shareholders, and therefore recommend the Shareholders to re-elect Mr. Kuo as a Director. A separate resolution will be proposed for his re-election at the AGM. In addition, Mr. Kuo has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

### NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 13 to 17 of this circular. A form of proxy for appointing proxy is enclosed with this circular and published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.samsonholding.com](http://www.samsonholding.com)). Whether or not you intend to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions stated thereon and

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## LETTER FROM THE BOARD

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return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 11:00 a.m. on Tuesday, 17 May 2022 (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 and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

### VOTING AT THE 2022 ANNUAL GENERAL MEETING

Pursuant to the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

### RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and Issue Mandate to the Directors and the re-election of the Retiring Directors and continuing appointment of Independent Director who has served more than nine years are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Samson Holding Ltd.**  
**Shan Huei KUO**  
*Chairman*



The following is as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

## **1.    SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,107,473,773 Shares.

Subject to the passing of the resolution for granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 310,747,377 Shares, being 10% of the total number of issued shares as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

## **2.    REASONS FOR REPURCHASES**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders which enables the Company to repurchase its Shares on the Stock Exchange.

Repurchases of Shares 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 of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3.    FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

## **4.    IMPACT OF REPURCHASES**

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 2021) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. SHARE PRICES**

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

<b>Month</b>	<b>Share Price Per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
March	0.335	0.255
April	0.330	0.290
May	0.315	0.290
June	0.330	0.300
July	0.350	0.280
August	0.320	0.270
September	0.295	0.255
October	0.290	0.218
November	0.280	0.200
December	0.265	0.224
<b>2022</b>		
January	0.340	0.250
February	0.420	0.330
March (up to and including the Latest Practicable Date)	0.490	0.310

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company, if the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands as well as the regulations set out in the Articles.

The Company has not been notified by any Core Connected Persons that they have a present intention to sell, or have undertaken not to sell, any Shares held by them to the Company, if the granting of the Repurchase Mandate is approved by the Shareholders.

**7. TAKEOVERS CODE**

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Shan Huei KUO and Ms. Yi-Mei LIU, the executive Directors, were beneficially interested in 2,146,346,773 Shares representing approximately 69.07% of the total issued share capital of the Company. In the event that the Directors exercised the proposed Repurchase Mandate in full, the interests of Mr. Shan Huei KUO and Ms. Yi-Mei LIU in the Company would be increased to approximately 76.74% of the issued share capital of the Company.

The Directors consider that such increase in shareholding would not give rise to an obligation on Mr. Shan Huei KUO and Ms. Yi-Mei LIU to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the number of Shares held by the public to less than 25% of the Company's total issued share capital. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding of the Company falling below the minimum public float requirement.

**8. REPURCHASE OF SHARES MADE BY THE COMPANY**

During the year ended 31 December 2021 and up to the Latest Practicable Date, the Company purchased 39,100,000 Shares at an aggregates purchase price before expenses of HK\$13,336,840 on the Stock Exchange. Details of the purchase of such Shares were as follows:

<b>Date of Repurchase</b>	<b>Number of Shares purchased</b>	<b>Price per Share</b>		<b>Aggregate Purchase Price (HK\$)</b>
		<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>	
January 2022	25,776,000	0.335	0.270	8,232,005
February 2022	<u>13,324,000</u>	0.415	0.350	<u>5,104,835</u>
Total	<u>39,100,000</u>			<u>13,336,840</u>

The following are the biographical details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM:

**1. Mr. Mohamad AMINOZZAKERI**

**Mr. Mohamad AMINOZZAKERI**, also known as Mohamad Amini, aged 61, is an Executive Director of the Company since 24 October 2005. Mr. Aminozakeri is also a director of Houson International Limited and WG Debt Collections (UK) Limited, members of the Group and President of Lacquer Craft Manufacturing Co., Ltd. (Zhejiang) (“Lacquer Craft”) and has been with our Group since May 1995. Prior to becoming President, he held senior management positions in Lacquer Craft both in manufacturing and sales and marketing, and was formerly the executive Vice-President of Lacquer Craft. Mr. Aminozakeri owned and operated furniture retail stores in California and Arizona for 6 years before then. Mr. Aminozakeri has over 30 years of experience in the furniture industry and obtained a Bachelor of Science degree in Mechanical Engineering from California State University in Long Beach in 1983.

Mr. Aminozakeri does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor has he in the past three years held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Mr. Aminozakeri had interests in 10,000,000 shares in the share capital of the Company within the meaning of Part XV of the SFO.

Mr. Aminozakeri has entered into a service contract with the Company for a term of three years, which is determinable by either party giving three months’ written notice in advance. He is entitled to a director’s fee of HK\$240,000 per annum which is covered by service contract plus salary and discretionary bonus as determined with reference to his level of experience and performance as well as the business performance of the Company. He is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the provisions of the Articles.

There is no information which is discloseable nor is/was Mr. Aminozakeri involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Aminozakeri that need to be brought to the attention of the shareholders of the Company.

**2. Mr. Sheng Hsiung PAN**

**Mr. Sheng Hsiung PAN**, also known as William Pan, aged 66, is a Non-executive Director of the Company since 24 October 2005 and a member of the Audit Committee and Remuneration Committee of the Company. He is the Chief Executive Officer of Tai-Chuan Wooden MFG Co., Ltd, a cue manufacturer. Mr. Pan has over 30 years of experience in sales, marketing, manufacturing, and product development in the cue industry and sales and marketing in billiard cue and related accessories. Mr. Pan obtained a Bachelor of Arts degree in Economics Development from Tamkang University in 1979.

Mr. Pan does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company nor does he hold other positions in the Company or other members of the Group. He does not at present nor has he in the past three years held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the date of this form of disclosure and confirmations, he did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Pan has entered into a service contract with the Company for a term of three years, which is determinable by either party giving three months' written notice in advance. He is entitled to a director's fee of HK\$120,000 per annum which is covered by service contract as determined with reference to market practice. He is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the provisions of the articles of association of the Company.

There is no information which is discloseable nor is/was Mr. Pan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Pan that need to be brought to the attention of the shareholders of the Company.

**3. Mr. Ming-Jian KUO**

**Mr. Ming-Jian KUO**, also known as Andrew Kuo, aged 60, is an Independent Non-executive Director of the Company since 24 October 2005, the Chairman of the Remuneration Committee and a member of the Nomination Committee of the Company. Mr. Kuo is currently the chairman of Cathay United Bank Co., Ltd. and a director of Cathay Financial Holding Co., Ltd. (a company listed on Taiwan Stock Exchange Corporation). He also a Non-executive Director of Far East Horizon Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), a director of Long Chen Paper Co., Ltd. (a company listed on Taiwan Stock Exchange Corporation), and an Independent Director of Huali Industrial Group Company Limited, a company listed on the Shenzhen Stock Exchange. Mr. Kuo was the Chairman of Cathy United Bank (China) Limited from June 2018 to June 2021, and the Chief Executive Officer and a partner of Zoyi Capital Ltd. respectively from January 2013 to June 2017 and from June 2017 to December 2018. Mr.

Kuo was the Vice Chairman (in charge of Greater China private equity investment business) and the Senior Advisor of The Blackstone Group (HK) Limited respectively from October 2007 to January 2013 and from January 2013 to March 2018. He was appointed Managing Director of H&Q Asia Pacific (“H&Q”) in September 2005. Before joining H&Q, Mr. Kuo was the Senior Country Officer and Head of Investment Bank of JPMorgan Chase in Hong Kong and has more than 15 years of experience in the corporate finance industry. Since the merger of JPMorgan and Jardine Fleming in 2000, Mr. Kuo had been responsible for the firm’s banking business and all investment banking activities in Taiwan. Mr. Kuo was also Vice Chairman of the Greater China Operating Committee of JPMorgan Chase, and since April 2005 he had been responsible for JPMorgan’s Financial Sponsor Industry of Asia, ex-Japan. Mr. Kuo had also been Managing Director of the heritage Chase Manhattan Bank since October 1998. Prior to joining JPMorgan Chase, Mr. Kuo worked at Citibank Taipei for more than nine years, last as Head of the Corporate Banking Group responsible for client management. Prior to this, Mr. Kuo was head of the Merchant Banking Group in charge of investment banking and capital market products. He previously worked at Citibank New York, focusing on strategic products, and had experience in Treasury Marketing and Foreign Exchange Trading for six years at Citibank Taipei. He was also the Chief Trader and Head of FX for Citibank from 1993 to 1995. Mr. Kuo retired as a member of the Youth Presidents’ Organization and became a member of Taiwan Mergers & Acquisitions and Private Equity Council both in December 2013. Mr. Kuo obtained a Bachelor degree with a major in Business Administration from Fu-Jen Catholic University in 1983 and Master of Business Administration degree from City University of New York in 1989.

Mr. Kuo does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company nor does he hold other positions in the Company or other members of the group. As at the date of this form of disclosure and confirmations, he did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Kuo has entered into a service contract with the Company for a term of three years, which is determinable by either party giving three months’ written notice in advance. He is entitled to a director’s fee of HK\$240,000 per annum which is covered by service contract as determined with reference to market practice. He is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the provisions of the articles of association of the Company.

There is no information which is discloseable nor is/was Mr. Kuo involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Kuo that need to be brought to the attention of the shareholders of the Company.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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### SAMSON HOLDING LTD.

順誠控股有限公司\*

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

**(Stock code: 00531)**

### NOTICE OF 2022 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 annual general meeting (the “Meeting”) of Samson Holding Ltd. (the “Company”) will be held at 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 19 May 2022 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2021.
2. To declare a final dividend for the year ended 31 December 2021.
3. To re-elect Mr. Mohamad AMINOZZAKERI as director.
4. To re-elect Mr. Sheng Hsiung PAN as director.
5. To re-elect Mr. Ming-Jian KUO as director.
6. To authorise the board of directors to fix the remuneration of the directors.
7. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) of this resolution, a general and unconditional mandate be and is hereby given to the directors of the Company (the “Directors”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by The Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission, and the Stock Exchange or of any other stock exchange as amended from time to time;

\* For identification purposes only

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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- (b) the aggregate number of shares of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) above of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution);
  - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (c) of this resolution, a general and unconditional mandate be and is hereby given to the directors of the Company (the “Directors”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;



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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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- (c) the aggregate number of shares issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution):
  - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange, or in any territory applicable to the Company);
  - (ii) the exercise of options under a share option scheme;
  - (iii) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
  - (iv) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of ordinary resolutions 8 and 9 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 9 to exercise the powers of the Company to issue, allot and deal with the unissued shares of the Company be and is hereby extended by the addition thereto the number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution 8, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or sub division of shares of the Company after the date of passing of this resolution).”

For and on behalf of the Board  
**Samson Holding Ltd.**  
**Shan Huei KUO**  
*Chairman*

12 April 2022

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution relating purely to a procedural or administrative matter to be voted by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting may appoint one or more proxies to attend and, in case of a poll, vote instead of him. A proxy need not be a member of the Company.
3. In order 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 deposited at the Company’s branch share registrar 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 holding the Meeting (i.e. not later than 11:00 a.m. on Tuesday, 17 May 2022 (Hong Kong time)) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and at any adjournment thereof and, in such event, the form of proxy shall be deemed to be revoked.
4. For determining the qualification as members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 16 May 2022 to Thursday, 19 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify as members to attend and vote at the Meeting, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 May 2022.
5. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from 9 June 2022 to 10 June 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible for the entitlement to the proposed final dividend, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 8 June 2022.

*As at the date of this notice, Mr. Shan Huei KUO (Chairman), Ms. Yi-Mei LIU and Mr. Mohamad AMINOZZAKERI are the executive directors of the Company; Mr. Sheng Hsiung PAN is the non-executive director of the Company; and Mr. Ming-Jian KUO, Mr. Siu Ki LAU and Mr. Sui-Yu WU are the independent non-executive directors of the Company.*