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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in S.A.S. Dragon Holdings Limited, you should at once hand this circular and the accompanying 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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S.A.S. Dragon Holdings Limited

(incorporated in Bermuda with limited liability)

(Stock Code: 1184)

GENERAL MANDATES TO BUY-BACKS AND ISSUE 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 20/F., S.A.S. Tower, 55 Lei Muk Road, Kwai Chung, N.T., Hong Kong on Friday, 20 May 2022 at 11:30 a.m. is set out on pages 14 to 17 of this circular. Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Share Registrars in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page i of this circular for measures being taken to aim to prevent and control the spreading of the Epidemic at the AGM, including:

- compulsory temperature checks
- compulsory submission of health declaration forms
- compulsory wearing of surgical face masks
- no distribution of corporate gifts and no refreshment will be served

Any person who does not comply with the precautionary measures, at the Company's discretion to the extent permitted by law will be denied entry into and asked to leave the AGM venue. The Company requires attendees to wear surgical face masks and reminds Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Epidemic and recent guidelines or regulations for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius will be denied entry into the AGM venue and be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a health declaration form containing their names and contact details, and confirming that they have not travelled to, or to their best of knowledge, had no close contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong at any time in the preceding 14 days. Any person who does not comply with this requirement will be denied entry into the AGM venue and be required to leave the AGM venue.
- (iii) The Company requires attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) No corporate gifts will be distributed and no refreshment will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue and require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with the recent Epidemic guidelines or regulations for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The form of proxy is enclosed with this circular. Alternatively, the form of proxy can be downloaded from the "Investor Relation" section of the Company's website at www.sasdragon.com.hk. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Subject to the development of the Epidemic, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website for further announcements and updates on the AGM arrangements.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

If Shareholders choose not to attend the AGM in person and have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company as follows:

E-mail: info@sasdragon.com.hk

Tel: 852 3892 2888

Fax: 852 2765 6469

If Shareholders have any questions relating to the AGM, please contact Tricor Secretaries Limited, the Company's branch share registrar and transfer office as follows:

Tricor Secretaries Limited

Level 54

Hopewell Centre

183 Queen's Road East

Hong Kong

E-mail: is-enquiries@hk.tricorglobal.com

Tel: (852) 2980 1333

Fax: (852) 2810 8185

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 20/F., S.A.S. Tower, 55 Lei Muk Road, Kwai Chung, N.T., Hong Kong at 11:30 a.m. on Friday, 20 May 2022 or any adjournment thereof
“Board”	board of Directors
“Buy-backs Mandate”	the proposed general mandate to be granted to the Directors to permit the buy-backs of Shares of up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Company”	S.A.S. Dragon Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares up to a maximum of 20% (or such other percentage as may from time to time be specified in the Listing Rules) of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	8 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“HK\$”	Hong Kong Dollars, the lawful currency in Hong Kong

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

LETTER FROM THE BOARD



S.A.S. Dragon Holdings Limited

(incorporated in Bermuda with limited liability)
(Stock Code: 1184)

Executive Directors:

Dr. Yim Yuk Lun, Stanley *BBS JP*
Chairman and Managing Director
Mr. Wong Sui Chuen
Mr. Yim Tsz Kit, Jacky
Mr. Wong Wai Tai
Mr. Tsui Chi Wing, Eric

Non-executive Director:

Ms. Yim Kei Man, Carmen

Independent Non-Executive Directors:

Mr. Wong Tak Yuen, Adrian
Mr. Liu Chun Ning, Wilfred
Mr. Cheung Chi Kwan
Mr. Wong Wai Kin

Registered Office:

Clarendon House
Church Street
Hamilton HM11
Bermuda

Principal Office:

19/F, S.A.S. Tower
55 Lei Muk Road
Kwai Chung
N. T.
Hong Kong

19 April 2022

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO BUY-BACKS AND ISSUE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

It is proposed that at the AGM of the Company to be held on Friday, 20 May 2022, the ordinary resolutions as set out in the notice of AGM, will be proposed to grant the Directors general mandates to buy-backs and issue Shares and the re-election of retiring directors.

LETTER FROM THE BOARD

BUY-BACKS MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy-backs their own Shares, subject to certain restrictions, on the Stock Exchange. At the AGM to be held on Friday, 20 May 2022 an ordinary resolution will be proposed to grant the Directors a general mandate to, inter alia, buy-backs a maximum of 62,583,744 Shares on the Stock Exchange or on another stock exchange on which the shares may be listed and recognised for this purpose by the securities and Futures commission and the Stock Exchange under the code on share buy-backs, representing 10% of the total number of issued Shares as at the date of the AGM assuming no further Shares will be issued nor bought back after the Latest Practicable Date up to the date of the AGM. The Buy-backs Mandate will end on (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or (iii) the revocation or variation by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

The Company is required by the particular rules in the Listing Rules regulating such share buy-backs to send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the Buy-backs Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in the Appendix I to this circular.

ISSUE MANDATE

Approval is being sought from the Shareholders of the Company (i) to grant a general mandate in order to ensure flexibility and discretion to the Directors in the event it becomes desirable for the Company to issue new Shares up to a maximum of 20% of the total number of issued Shares as at the date of the AGM and (ii) to extend the Issue Mandate by the number of Shares bought back by the Company under the Buy-backs Mandate.

Based on 625,837,440 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued nor bought back after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with for up to a total of 125,167,488 Shares if the Issue Mandate is granted at the AGM. The Issue Mandate will end on (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or (iii) the revocation or variation by ordinary resolution of Shareholders in general meeting, whichever is the earliest. The obtaining of such a mandate is in accordance with the Listing Rules.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Clause 86(2) and 87 of the Company's Bye-law, Dr. Yim Yuk Lun, Stanley *BBS JP*, Mr. Yim Tsz Kit, Jacky, Ms. Yim Kei Man, Carmen and Mr. Wong Tak Yuen, Adrian respectively shall retire by rotation and being eligible, offer themselves for re-election at the AGM. Their details are set out in Appendix II to this circular.

Mr. Wong Tak Yuen, Adrian has served as an independent non-executive Director for more than 9 years. In compliance with code provision A.4.3 in the corporate governance code of the Listing Rules, the re-election of Mr. Wong Tak Yuen, Adrian will be subject to separate resolution to be approved by Shareholders at the AGM. Although he has served the Company as independent non-executive Director for more than 9 years, the Board is of the view that their independence is not affect by his service with the Company. Hence, the Board considered Mr. Wong Tak Yuen, Adrian as independent and should be re-elected at the AGM because of his experience and contribution to the Board.

The re-appointment of Directors has been reviewed by the nomination committee of the Company which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the AGM. The nomination committee of the Company has also assessed the independence of all the independent non-executive Directors. All the independent non-executive Directors satisfy the criteria set out in rule 3.13 of the Listing Rules and has given an annual confirmation of his independence to the Company.

In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors for the Year and found their performance satisfactory. Dr. Yim Yuk Lun, Stanley *BBS JP* participating in the field of electronics, Mr. Yim Tsz Kit, Jacky participating in LED lighting, Ms. Yim Kei Man, Carmen participating in property investment and while Mr. Wong Tak Yuen, Adrian participating in the field of financial industry. With their broad and solid management skill and experience, the Board is of the view that the four directors are able to provide various professional advices in different field thus making contribution to diversity of the Board.

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

Subject to the provisions in the Company's Bye-law, the Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive director in accordance with the following selection criteria and nomination procedures:

LETTER FROM THE BOARD

SELECTION CRITERIA

1.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.

- Reputation for integrity
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy
- Commitment in respect of available time and relevant interest
- The number of existing directorships and other commitments that may demand the attention of the candidate
- Requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules
- Diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service
- Such other perspectives appropriate to the Company's business

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

1.2 Proposed candidates will be asked to submit the necessary personal information, together with their written consent to be appointed as a director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a director.

1.3 The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

LETTER FROM THE BOARD

NOMINATION PROCEDURES

- 2.1 The Nomination Committee determines the required skilled set, relevant expertise and experience, diversity in all its aspects, having consideration of the current Board composition and size and shareholder structure of the Company.
- 2.2 The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
- 2.3 The Company Secretary provides the Board with the biographical details and details of the relationship between the candidate and the company and/or Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by law for any candidate for appointment to the Board.
- 2.4 The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate.
- 2.5 The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- 2.6 The Board may arrange for the selected candidate to be interviewed by members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be.
- 2.7 All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director to be filed with the relevant regulatory authorities, if required.

In the case of the appointment of independent non-executive Directors, appointments should be for specific terms and subject to re-election, the Listing Rules and the Companies Act of Bermuda.

LETTER FROM THE BOARD

AGM

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the proposed resolutions at the AGM.

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 and return the enclosed form of proxy in accordance with the instruction printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of 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.

A notice of the AGM is set out pages 14 to 17 of this circular. At the AGM, in addition to the ordinary business of the meeting, resolutions will be proposed to approve the general mandates to buy-backs and issue Shares by the Company and the re-election of retiring directors respectively.

VOTING BY POLL

According to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

RECOMMENDATION

The Directors consider that the Buy-backs Mandate, the Issue Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders and accordingly recommend that all Shareholders should vote in favour of the ordinary resolutions to be proposed at the AGM, as they intend to do so themselves in respect of their own holdings.

Yours faithfully,

On behalf of the Board

S. A. S. Dragon Holdings Limited

Dr. Yim Yuk Lun, Stanley *BBS JP*

Chairman and Managing Director

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information in relation to the Buy-backs Mandate for your consideration.

1. SHARE CAPITAL

As at 8 April 2022, being the Latest Practicable Date, the issued Share capital of the Company comprised 625,837,440 Shares. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or bought back prior to the AGM on Friday, 20 May 2022, the Company will be allowed under the Buy-backs Mandate to buy-backs a maximum of 62,583,744 Shares on the Stock Exchange or on another stock exchange on which the Shares may be listed and recognised for this purpose by the securities and Futures commission and the Stock Exchange under the code on share buy-backs, representing 10% of the total number of issued Shares as at the date of the AGM until (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or (iii) the revocation or variation by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

2. REASONS FOR BUY-BACKS

The Directors believe that the Buy-backs Mandate is in the best interests of the Company and its Shareholders. Such buy-backs may, depending on whether the Shares are trading at prices below the Company's net asset value per Share and funding arrangements at the time, lead to an enhancement of the net value per Share and its assets and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders.

3. FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the laws of Bermuda.

There may 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 for the year ended 31 December 2021) in the event that the mandate to buy-backs Shares is exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the mandate to such extent as would, in the circumstances, have a material adverse effect 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.

4. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, if the Buy-backs Mandate is approved by the Shareholders at the AGM on Friday, 20 May 2022, to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the Buy-backs Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

The Company has not bought back any Shares on the Stock Exchange during the past six months.

If as a result of the exercise of the power to buy-backs Shares pursuant to the Buy-backs 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 Takeover Code. As a result, a Shareholder, or group of Shareholders acting in concert depending on the level of increase of 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 Takeover Code.

As at the Latest Practicable Date, Unimicro Limited, a company wholly and beneficially owned by Dr. Yim Yuk Lun, Stanley *BBS JP* ("Dr. Yim"), the Chairman and Managing Director of the Company was beneficially interested in 227,542,800 Shares. Dr. Yim also has personal interest of 114,800,000 Shares. Unimicro Limited and Dr. Yim hold shares representing approximately 54.70% of the total issued Share capital of the Company. In the event that the Directors exercise in full the power to buy-backs shares, the joint shareholdings of Unimicro Limited and Dr. Yim would increase from approximately 54.70% to approximately 60.78%, and such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

In addition, Foxconn Holding Limited* ("Foxconn") is the substantial Shareholder of the Company holding 124,000,000 Shares (represents 19.81% of the total issued Share capital of the Company). In the event that the Directors exercise in full the power repurchase the shares, the shareholding of Foxconn would be increased from approximately 19.81% to approximately 22.01%, and such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

No core connected persons or their close associates (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so in the event that the Company is authorized to make buy-backs Shares.

* Hon Hai Precision Industry Co. Ltd. ("Hon Hai") owns 100% interests in Foxconn. All interests from Foxconn are deemed to be beneficially interested by Hon Hai.

5. SHARE PRICES

The highest and lowest prices at which the Company's Shares were traded on the Stock Exchange during in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2021	3.30	2.89
May 2021	3.30	3.06
June 2021	3.51	2.95
July 2021	3.77	2.96
August 2021	4.70	3.70
September 2021	4.70	4.05
October 2021	4.75	4.45
November 2021	4.85	4.10
December 2021	5.38	4.48
January 2022	5.70	5.00
February 2022	5.68	4.70
March 2022	5.00	4.20
April 2022 (up to the Latest Practicable Date)	4.99	4.80

As required by the Listing Rules, the following are the particulars of the four Directors proposed to be re-elected at the AGM.

Dr. Yim Yuk Lun, Stanley *BBS JP*, aged 62, is the founder and the Chairman and Managing Director of the Group. He is responsible for the formulation of corporate strategies and the overall direction for the Group. Dr. Yim is appointed as chairman and executive director of Hi-Level Technology Holdings Limited (stock code: 8113), a company listed on the GEM Board of the Stock Exchange in 2015. Dr. Yim has been an independent director of Innolux Corporation (stock code: 3481.TW), a company listed on the Taiwan Stock Exchange, since 2013. Dr. Yim is appointed as independent non-executive director of Asia Allied Infrastructure Holdings Limited (stock code: 711), a company listed on the Main Board of the Stock Exchange on in 2020 and has been re-designated from independent non-executive director to a non-executive director on 15 September 2021 and remain as a member of the audit committee and the nomination committee. Dr. Yim is currently the president of the Hong Kong Justice of the Peace Association, the honorary vice chairman of the Hong Kong Electronic Industries Association, a member of Yan Chai Hospital Advisory Board, a member of the Chinese People's Political Consultative Conference Shanghai Committee, the vice chairman of the Hongkong-Shanghai Economic Development Association, the chairman of the Tsuen Wan District Civic Education Committee and the vice chairman of Tsuen Wan District JPC Honorary President Council. Dr. Yim is the father of Mr. Yim Tsz Kit, Jacky and Ms. Yim Kei Man, Carmen and the brother-in-law of Mr. Tsui Chi Wing, Eric.

So far as the directors are aware as at the Latest Practicable Date, Dr. Yim through Unimicro Limited is interested in 227,542,800 ordinary shares. Dr. Yim also has personal interest of 114,800,000 ordinary shares of the Company. Unimicro Limited and Dr. Yim hold shares representing approximately 54.70% of the total issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, he does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Dr. Yim has no service contract with the Company and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Bye-Laws. His directors' remuneration was approximately HK\$39,788,000 for the financial year ended 31 December 2021. The level of this remuneration was determined on the basis of his responsibilities, the prevailing market conditions and the performance of the Company's results.

This is no information relating to Dr. Yim that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the listing rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Mr. Yim Tsz Kit, Jacky, aged 37, is appointed as an Executive Director of the Company in 2013. He joins the Group in 2009 and leads a working team to develop the LED lighting business in the Group. He is the founder and chief executive officer of S.A.S. Lighting Company Limited. He has received the Young Entrepreneur Award of the Guangdong-HK-Macao Greater Bay Area in 2020, the Directors of the Year Awards from The Hong Kong Institute of Directors in 2019 and the Young Industrialist Awards of Hong Kong from The Federation of Hong Kong Industries in 2017. He holds a Bachelor's degree from Central Saint Martins in United Kingdom and a Master's degree in Business Administration from the University of Wales. Before joining the Group, he was working in banking industry. He has been acting as the Vice Chairman of the 8th board of directors of Shenzhen Association of Enterprises with Foreign Investment (深圳市外商投資企業協會) since 2014 and a member of 上海市長寧區第14屆政協 (unofficial English translation being Shanghai Committee of Chinese People's Political Consultative Conference of Changning Province) since 2017. He is currently a member of the Hong Kong Trade Development Council (HKTDC) Electronics/Electrical Appliances Industries Advisory Committee and the Hong Kong Electrical Appliance Industries Association. He is also a member of the Executive Committee of Hong Kong Electronic Industries Association and the Executive Committee of Hong Kong Young Industrialists Council. He is the son of Dr. Yim and the nephew of Mr. Tsui and elder brother of Ms. Carmen Yim.

So far as the directors are aware as at the Latest Practicable Date, Mr. Yim did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He is a son of Mr. Yim Yuk Lun, Stanley *BBS JP*, the Chairman and Managing Director of the Group and a substantial shareholder of the Company. Save as disclosed above, he does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Mr. Yim has no service contract with the Company and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Bye-Laws. His directors' remuneration was approximately HK\$1,768,000 for the financial year ended 31 December 2021. The level of this remuneration was determined on the basis of his responsibilities, the prevailing market conditions and the performance of the Company's results.

This is no information relating to Mr. Yim that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Ms. Yim Kei Man, Carmen, aged 33, is appointed as the Non-Executive Director of the Company on 25 March 2022. She holds a Bachelor's degree in Sociology from the London School of Economics. She is currently a Director of Knight Frank Hong Kong Limited and has over 9 years experience in property investment industry. She has been acting as the board of directors of Yan Chai Hospital since 2018. She is currently the manager of Yan Chai Hospital Yim Tsui Yuk Shan Kindergarten, Yan Chai Hospital Ho Sik Nam Primary School as well as Yan Chai Hospital Lan Chi Pat Memorial Secondary School. She is also the honorary career advisor of Hong Kong Baptist University and a member of Young Entrepreneur Committee of Hong Kong Baptist University Foundation. She is the daughter of Dr. Yim (the controlling shareholder, the executive director, the chairman and the managing director of the Company) and nephew of Mr. Tsui Chi Wing, Eric and younger sister of Ms. Yim Tsz Kit, Jacky, both are Executive Director of the Company.

So far as the directors are aware as at the Latest Practicable Date, Ms. Yim did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, she does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Ms. Yim has no service contract with the Company and she is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Bye-Laws. Ms. Yim will be entitled to an annual salary of HK\$240,000 which is determined on the basis of her responsibilities, the prevailing market conditions and the performance of the Company's results.

This is no information relating to Ms. Yim that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Mr. Wong Tak Yuen, Adrian, aged 67, was appointed as an Independent Non-Executive Director of the Company in 1999. Mr. Wong holds a Bachelor's degree in Economics and Mathematics from the University of Western Ontario, London, Canada. Mr. Wong has over twenty years experience in the financial industry.

So far as the directors are aware as at the Latest Practicable Date, Mr. Wong did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Mr. Wong has no service contract with the Company and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Bye-Laws. His directors' remuneration was approximately HK\$100,000 for the financial year ended 31 December 2021. The level of this remuneration was determined on the basis of his responsibilities, the prevailing market conditions and the performance of the Company's results.

This is no information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

NOTICE OF THE AGM



S.A.S. Dragon Holdings Limited

(incorporated in Bermuda with limited liability)

(Stock Code: 1184)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 20/F., S.A.S. Tower, 55 Lei Muk Road, Kwai Chung, N.T., Hong Kong on Friday, 20 May 2022 at 11:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and independent auditors for the year ended 31 December 2021.
2. To declare a final dividend of HK30 cents per share for the year ended 31 December 2021.
3. To re-elect, each as a separate resolution, the following persons as directors:
 - (a) Dr. Yim Yuk Lun, Stanley *BBS JP*
 - (b) Mr. Yim Tsz Kit, Jacky
 - (c) Ms. Yim Kei Man, Carmen
 - (d) Mr. Wong Tak Yuen, Adrian

and to authorize the Board of Directors to fix the Directors' remuneration.

4. To re-appoint auditors and to authorize the Board of Directors to fix their remuneration.

NOTICE OF THE AGM

As special business, to consider and if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-backs its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on another stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange under the code on share buy-backs for this purpose with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange under the code on share buy-backs (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorized.
- (b) the maximum number of the shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this Resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the first annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law 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.”

6. **“THAT**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the shares of the Company (including making and granting offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter).

NOTICE OF THE AGM

- (b) the maximum number of the shares of the Company allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, 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 this Resolution and the said approval shall be limited accordingly.
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or stock exchange in, or in any territory applicable to the Company);
 - (ii) an issue of shares under any share 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 of shares or rights to acquire shares of the Company and approved by the Stock Exchange;
 - (iii) any issue of shares in the Company upon the exercise of subscription rights attaching to any warrants of the Company; or
 - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the bye-laws of the Company; and

- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the first annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law 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

NOTICE OF THE AGM

7. “**THAT** conditionally upon Resolutions Numbers 5 and 6 being, passed, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot shares of the Company be and is hereby extended by the addition shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total number of issued shares of the Company bought back by the Company under the authority granted pursuant to Resolution Number 5, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”

On behalf of the Board
S. A. S. Dragon Holdings Limited
Dr. Yim Yuk Lun, Stanley *BBS JP*
Chairman and Managing Director

Hong Kong, 19 April 2022

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited with the Company’s Share Registrars in Hong Kong in Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (2) The register of members of the Company will be closed from 16 May 2022 to 20 May 2022, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the attending and voting at the AGM, all transfers accompanied by the relevant share certificates, must be lodged with the Company’s Share Registrars in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 13 May 2022. The record date for the attending and voting at the AGM is 13 May 2022.
- (3) The register of members of the Company will be closed from 26 May 2022 to 30 May 2022, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlement of the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 25 May 2022. Dividend warrants will be dispatched on 7 June 2022.
- (4) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect 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.sasdragon.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.