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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Tristate Holdings Limited (the “Company”) will be held at Room 5A, 5th Floor, 66–72 Lei Muk Road, Kwai Chung, New Territories, Hong Kong on Monday, 6 June 2022 at 10:00 a.m. for the following purposes.

As ordinary business:

1. To receive and consider the audited financial statements and the reports of the Directors and Auditor for the year ended 31 December 2021.
2. (A) To re-elect Ms. MAK WANG Wing Yee, Winnie as a Non-Executive Director of the Company.
(B) To re-elect Mr. James Christopher KRALIK as an Independent Non-Executive Director of the Company.
(C) To ratify the aggregate remuneration paid to all the Directors of the Company for the year ended 31 December 2021 and to authorise the Directors of the Company to fix their remuneration for the year ending 31 December 2022.
3. To re-appoint KPMG as auditor of the Company and to authorise the Directors of the Company to fix their remuneration.

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

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution, and the said approval 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 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 bye-laws of the Company or any applicable laws to be held; and
 - (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.”

5. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and/or deal with shares in the capital of the Company and to make and/or grant offers, agreements and/or options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make and/or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the subscription rights attaching to any warrants of the Company; (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible persons and/or entities of shares or rights to acquire shares in the capital of the Company; or (iv) any specific authority, shall not exceed 20 per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) 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 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 bye-laws of the Company or any applicable laws to be held; and
- (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.

“Rights Issue” means an offer of shares in the Company open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT** the extension of the general mandate to be granted to the Directors of the Company pursuant to the authority given in Resolution 5 (which is contained in the notice of the annual general meeting of the Company, of which this Resolution forms part) to allot, issue and/or deal with shares of the Company during the Relevant Period (as defined in the said Resolution 5) by the addition to the aggregate number of shares of the Company which may be allotted, issued and/or dealt with pursuant to such general mandate of the number of shares of the Company purchased by the Directors of the Company pursuant to their exercise of the powers of the Company under the authority given in Resolution 4 (which is contained in the notice of the annual general meeting of the Company, of which this Resolution forms part) to purchase such shares be and is hereby approved, provided that such amount shall not exceed 10 per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution.”

By order of the Board
TO Hon Fai
Company Secretary

Hong Kong, 28 April 2022

Notes:

1. For the purpose of determining shareholders’ eligibility to attend and vote at the annual general meeting of the Company (the “Meeting”), the register of members of the Company will be closed from Tuesday, 31 May 2022 to Monday, 6 June 2022, both days inclusive, during which period no transfer of shares will be registered. In order for a shareholder to be eligible to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 30 May 2022.
2. A member is entitled to appoint one proxy or more proxies (excluding those members holding only one share) to attend and, on a poll, to vote in his stead at the Meeting. A proxy needs not be a member of the Company. To be valid, proxy forms must be lodged with the Company’s Hong Kong branch registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
3. In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Chairman of the Company has indicated that he would direct that each of the resolutions set out in the notice of the Meeting be voted on by poll.
4. A location map showing the venue of the Meeting with relevant transportation information will be sent to the members together with the Company’s circular dated 28 April 2022.
5. Arrangements for coronavirus disease

Taking into account of the recent development of the epidemic caused by coronavirus disease (“COVID-19”), the Company will implement the following prevention and control measures (which are subject to changes pursuant to the regulations in force from time to time) at the Meeting against the epidemic to protect the shareholders from the risk of infection: –

- (i) Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue.

(ii) Every shareholder or proxy is required to wear surgical face mask throughout the Meeting.

(iii) No refreshment will be served.

Furthermore, the Company wishes to advise the shareholders, particularly shareholders who are subject to quarantine in relation to the COVID-19, that they may appoint any person or the chairman of the Meeting as a proxy to vote on the resolutions, instead of attending the Meeting in person.

As at the date of this notice, the Board of Directors of the Company comprises one Executive Director, Mr. WANG Kin Chung, Peter; three Non-Executive Directors, namely Ms. WANG KOO Yik Chun, Ms. MAK WANG Wing Yee, Winnie and Dr. WANG Shui Chung, Patrick; and three Independent Non-Executive Directors, namely Mr. LO Kai Yiu, Anthony, Mr. James Christopher KRALIK and Mr. Peter TAN.