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TOPSPORTS INTERNATIONAL HOLDINGS LIMITED

滔搏國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6110)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Topsports International Holdings Limited (the “**Company**”) will be held at Nina Ballroom A, 7/F., L’hotel Nina et Convention Centre, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Monday, 1 August 2022 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions. Subject to the development of the COVID-19 pandemic, the Company may be required to change the meeting arrangements for the annual general meeting at short notice. Shareholders are advised to check the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) for further announcement(s) and update(s) on such arrangements and/or further measures to be taken.

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditor of the Company for the year ended 28 February 2022.
2. To declare a final dividend of RMB7.00 cents (equivalent to HK\$8.09 cents) per ordinary share of the Company for the year ended 28 February 2022.
3. To declare a special dividend of RMB23.00 cents (equivalent to HK\$26.58 cents) per ordinary share of the Company for the year ended 28 February 2022.
4. To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the board of directors of the Company to fix the auditor’s remuneration.

5. (a) To re-elect the following retiring directors of the Company:
- (i) To re-elect Mr. YU Wu as an executive director of the Company.
 - (ii) To re-elect Ms. HU Xiaoling as a non-executive director of the Company.
 - (iii) To re-elect Mr. HUANG Victor as an independent non-executive director of the Company.
- (b) To authorise the board of directors of the Company to fix the directors' remuneration.

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

6. **“THAT:**

- (a) subject to paragraph (c) below and subject to and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, where applicable, the exercise by the directors of the Company (the “**Director(s)**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as defined in paragraph (d) below);

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities which may be issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option granted under any share option scheme or similar arrangement adopted by the Company; or (iv) an issue of shares in lieu of the whole or part of a dividend on shares pursuant to any scrip dividend or other similar arrangement implemented in accordance with the articles of association of the Company; or (v) pursuant to a specific authority granted by the shareholders of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution; and
- (d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company 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, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members of the Company 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 to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”

7. **“THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (c) below) all the powers of the Company to repurchase or otherwise acquire shares in 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, provided that the aggregate nominal amount of shares so repurchased or otherwise acquired shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined in paragraph (c) below) to repurchase its shares at a price determined by the Directors; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company 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.”

8. **“THAT,** conditional upon the passing of resolutions numbered 6 and numbered 7 set out in the notice convening this meeting, the aggregate nominal amount of the shares in the Company which are repurchased or otherwise acquired by the Company pursuant to resolution numbered 7 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to resolution numbered 6.”

SPECIAL RESOLUTION

9. To consider and, if thought fit, to pass the following resolution as a special resolution:

“THAT:

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing memorandum of association and articles of association of the Company (the **“Existing Memorandum and Articles of Association”**), details of which are set out in Appendix III to the circular of the Company dated 29 June 2022, be and are hereby approved;
- (b) the new memorandum of association and articles of association of the Company (the **“New Memorandum and Articles of Association”**), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board
Topsports International Holdings Limited
YU Wu
CEO & Executive Director

Hong Kong, 29 June 2022

Registered office:
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
M1, 6/F, The Edge
30-34 Kawi Wing Road
Kwai Chung
New Territories
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, 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 fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting or any adjourned meeting should he so wish.
3. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
4. Shareholders whose names appear on the register of members of the Company on Monday, 1 August 2022 are entitled to attend and vote at the meeting. The register of members of the Company will be closed from Wednesday, 27 July 2022 to Monday, 1 August 2022, both days inclusive, and during such period no share transfer will be registered. In order to qualify to attend and vote at the meeting convened by the above notice, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 26 July 2022.
5. The final dividend and special dividend will be payable to the shareholders whose names appear on the register of members of the Company on Wednesday, 10 August 2022. For the purpose of ascertaining shareholder's eligibility for the final dividend and special dividend, the register of members of the Company will be closed from Saturday, 6 August 2022 to Wednesday, 10 August 2022, both days inclusive. To qualify for the final dividend and special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 5 August 2022.
6. Concerning resolution no. 5 above, the board of Directors proposes that the retiring Directors who will offer themselves for re-election, namely Mr. YU Wu, Ms. HU Xiaoling and Mr. HUANG Victor, be re-elected as Directors.
7. Concerning resolution no. 6 above, approval is being sought from members for a general mandate to authorise the allotment of shares, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20% of the issued share capital of the Company. The Directors wish to state that they have no immediate plans to issue shares in the Company.
8. Concerning resolution no. 7 above, approval is being sought from members for a general mandate to repurchase shares in the Company, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any shares in the Company up to 10% of the issued share capital of the Company.

9. Concerning resolution no. 8 above, approval is being sought from members to extend the general mandate to allot shares by adding the repurchased securities to the 20% general mandate.
10. Concerning resolution no. 9 above, approval is being sought from members to adopt the New Memorandum and Articles of Association in substitution for and to the exclusion of the Existing Memorandum and Articles of Association.
11. The translation into Chinese language of the notice is for reference only. In case of any discrepancies, the English version shall prevail.
12. If a tropical cyclone warning signal number 8 or above is hoisted or a “black” rainstorm warning signal is in force at any time between 6:30 a.m. and 9:30 a.m. on the day of the above meeting, the above meeting will be adjourned. The Company will post an announcement on the Company’s website (www.topsports.com.cn) and the Stock Exchange’s website (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the adjourned meeting.

The above meeting will be held as scheduled when an “amber” or a “red” rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.

In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the annual general meeting to ensure the health and safety of attending shareholders, staff and other stakeholders:

- (1) A compulsory body temperature check will be carried out for every attendee at the entrance of the venue of the annual general meeting. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry to the venue of the annual general meeting and may not be allowed to attend the annual general meeting.
- (2) The Company encourages attendees to wear surgical face masks inside the venue of the annual general meeting at all times, and to maintain a safe distance between seats.
- (3) No refreshments will be served and no corporate gifts will be distributed at the annual general meeting.
- (4) Other measures may be implemented, as appropriate, taking into account (among other things) regulatory restrictions which may be imposed by the Hong Kong Government.

In addition, the Company reminds all shareholders that physical attendance in person at the annual general meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the annual general meeting as their proxy to vote on the relevant resolution(s) at the annual general meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the annual general meeting or any adjournment thereof should they subsequently so wish.

As at the date of this notice, the Board of directors of the Company comprises Mr. YU Wu and Mr. LEUNG Kam Kwan as executive directors and Mr. SHENG Baijiao, Mr. SHENG Fang, Ms. YUNG Josephine Yuen Ching and Ms. HU Xiaoling as non-executive directors, Mr. LAM Yiu Kin, Mr. HUA Bin and Mr. HUANG Victor as independent non-executive directors.