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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)

**(1) PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS
AND CONTINUING APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
WHO HAVE SERVED MORE THAN NINE YEARS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the 2023 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, 18 May 2023 at 11:00 a.m. is set out on pages 16 to 20 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, 16 May 2023 (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*

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DEFINITIONS

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

“AGM”	the 2023 Annual General Meeting of the Company
“Articles”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“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
“HK\$”	Hong Kong Dollar(s), the lawful currency of Hong Kong
“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 2023, 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
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board

DEFINITIONS

“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
“Retiring Directors”	Ms. Yi-Mei LIU, Mr. Siu Ki LAU and Mr. Sui-Yu WU, the Directors who shall retire from office at the AGM pursuant to Article 130 of the Articles
“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
“US\$”	United States Dollar(s), the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



SAMSON HOLDING LTD.

順誠控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00531)

Executive Directors:

Mr. Shan Huei KUO (*Chairman*)
Ms. Yi-Mei LIU (*Deputy Chairman*)
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

14 April 2023

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS
AND CONTINUING APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
WHO HAVE SERVED MORE THAN NINE YEARS;
AND
(3) 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, 18 May 2023. These include ordinary resolutions relating to (i) the proposed grant of 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 Directors who have served more than nine years.

* For identification purposes only

LETTER FROM THE BOARD

THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed to further renew the Repurchase Mandate granted to the Directors which was renewed on 19 May 2022 and will expire on the conclusion of the AGM, in terms set out in the notice of the AGM, to exercise the power of the Company to repurchase its own issued Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed at any time during the period until 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 or any applicable laws to be held.

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% (i.e. 302,581,477 Shares on the basis of 3,025,814,773 Shares in issue as at the date of the passing of the relevant resolution assuming no issue of new Shares takes place between the Latest Practicable Date and the date of the AGM) of the issued share capital of the Company in issue as at the date of passing 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 grant of the Repurchase Mandate at the AGM is set out in Appendix I to this circular.

THE ISSUE MANDATE

At the AGM, an ordinary resolution will also be proposed 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 assuming no issue of new Shares takes place between the Latest Practicable Date and the date of the AGM) of the issued share capital of the Company as at the date of passing of such resolution.

As at the Latest Practicable Date, there was a total of 3,025,814,773 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 605,162,954 Shares.

Such power to allot, issue and deal with Shares in the aforesaid manner is exercisable at any time from the date of passing of the relevant resolution until 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 or any applicable laws to be held.

LETTER FROM THE BOARD

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 DIRECTORS

Pursuant to Article 130 of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, Ms. Yi-Mei LIU, Mr. Siu Ki LAU and Mr. Sui-Yu WU 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.

The Nomination Committee, having reviewed the Board's structure, size and composition, nominated the Retiring Directors to the Board to recommend each of them to be re-elected 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.

CONTINUING APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS WHO HAVE SERVED MORE THAN NINE YEARS

The Board and the Nomination Committee have reviewed the independence criteria as set out in Rule 3.13 of the Listing Rules of the independent non-executive Directors who have served more than nine years. The Nomination Committee has received and reviewed the written confirmations of independence of each of the independent non-executive Directors including the one who have offered themselves for re-election at the AGM (namely, Mr. Siu Ki LAU and Mr. Sui-Yu WU) and is satisfied that all of them remain independent in accordance with Rule 3.13 of the Listing Rules.

Moreover, the Company acknowledged and complied with the code provision B.2.3 of Corporate Governance Code set out in Appendix 14 to the Listing Rules, any further appointment of independent non-executive Directors serving more than nine years (namely, Mr. Siu Ki LAU and Mr. Sui-Yu WU), would be subject to separate resolutions to be approved by the Shareholders.

LETTER FROM THE BOARD

Under the code provision B.2.4 of Corporate Governance Code set out in Appendix 14 to the Listing Rules, where all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should disclose the length of tenure of each existing independent non-executive director on a named basis. Accordingly, please see below for the information of (i) Mr. Ming-Jian KUO (“**Mr. Kuo**”); (ii) Mr. Siu Ki LAU (“**Mr. Lau**”); and (iii) Mr. Sui-Yu WU (“**Mr. Wu**”), the independent non-executive Directors, regarding their continuing appointments:

- (i) Mr. Kuo was appointed as an independent non-executive Director on 24 October 2005, and the length of tenure is more than 9 years. Mr. Kuo also has been serving as the chairman of the Remuneration Committee and a member of the Nomination Committee for more than 17 years. As an independent non-executive Director, Mr. Kuo has not engaged in any executive management of the Company. 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.

- (ii) Mr. Lau was appointed as an independent non-executive Director on 24 October 2005, and the length of tenure is more than nine years. Mr. Lau has also been serving as the chairman of the Audit Committee for more than 17 years. As an independent non-executive Director, Mr. Lau has not engaged in any executive management of the Company. With extensive experience and knowledge and in-depth understanding of the Group’s operations and business, Mr. Lau 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 and the Board (including all members other than Mr. Lau) consider that the long service of Mr. Lau would not affect his exercise of independent judgement and are satisfied that Mr. Lau has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider Mr. Lau to be independent.

LETTER FROM THE BOARD

The Nomination Committee and the Board noticed that Mr. Lau also serves as the independent non-executive director of six other listed companies in Hong Kong: Binhai Investment Company Limited, Comba Telecom Systems Holdings Limited, Embry Holdings Limited, FIH Mobile Limited, TCL Electronics Holdings Limited and IVD Medical Holding Limited. Having regard to his performance during his past tenure, the Nomination Committee and the Board consider that, he will be able to continue contributing as a Director and the above committees and will also be able to devote sufficient time in performing his duties as an independent non-executive Director in spite of his other listed company directorships.

Furthermore, given the extensive knowledge and experience of Mr. Lau in the accounting and auditing fields, the Nomination Committee and the Board believe that the continuing appointment of Mr. Lau as the independent non-executive Director is in the best interests of the Company and the Shareholders. In addition, Mr. Lau has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

- (iii) Mr. Wu was appointed as an independent non-executive Director on 15 December 2008, and the length of tenure is more than 9 years. Mr. Wu has also been serving as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee for more than 14 years. As an independent non-executive Director, Mr. Wu has not engaged in any executive management of the Company. With extensive experience and knowledge and in-depth understanding of the Group's operations and business, Mr. Wu 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. Wu) and the Board (including all members other than Mr. Wu) consider that the long service of Mr. Wu would not affect his exercise of independent judgement and are satisfied that Mr. Wu has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider Mr. Wu to be independent. Furthermore, given the extensive knowledge and experience of Mr. Wu in the law field, the Nomination Committee (including all members other than Mr. Wu) and the Board (including all members other than Mr. Wu) believe that the continuing appointment of Mr. Wu as the Independent non-executive Director is in the best interests of the Company and the Shareholders. In addition, Mr. Wu has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 16 to 20 of this circular. A form of proxy for appointing proxy is enclosed with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (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 return it to the Company's branch share

LETTER FROM THE BOARD

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, 16 May 2023 (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 2023 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.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that the proposed grant of the Repurchase Mandate and Issue Mandate and the re-election of the Retiring Directors and continuing appointment of Independent Directors who have 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 relates to resolution no. 8 at the AGM, 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 grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,025,814,773 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 302,581,477 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 grant 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 2022) in the event that the Repurchase Mandate is 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:

Month	Share Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
March	0.490	0.310
April	0.460	0.345
May	0.485	0.400
June	0.485	0.420
July	0.440	0.350
August	0.380	0.330
September	0.425	0.320
October	0.360	0.300
November	0.360	0.285
December	0.330	0.275
2023		
January	0.325	0.275
February	0.310	0.265
March (up to and including the Latest Practicable Date)	0.310	0.250

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), who have a present intention to sell any Shares to the Company, if the grant 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 power of the Company to make repurchase pursuant to 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 of the Company that they have a present intention to sell, or have undertaken not to sell, any Shares held by them to the Company, if the grant 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 70.93% 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 78.82% of the issued share capital of the Company in which event, the public float of the Company may be fall short of 25% as required under Rule 8.08 (1) of the Listing Rules.

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 2022 and up to the Latest Practicable Date, the Company purchased 81,659,000 Shares at an aggregates purchase price before expenses of HK\$31,325,000 on the Stock Exchange. Details of the purchase of such Shares were as follows:

Month of repurchase	Number of Shares	Price per share		Aggregate purchase price HK\$'000
		Highest HK\$	Lowest HK\$	
January 2022	25,776,000	0.335	0.270	8,232
February 2022	13,324,000	0.415	0.350	5,105
April 2022	10,094,000	0.460	0.360	4,338
May 2022	14,593,000	0.485	0.440	6,879
June 2022	5,170,000	0.480	0.435	2,396
September 2022	1,202,000	0.380	0.380	457
October 2022	8,000,000	0.350	0.310	2,718
November 2022	3,500,000	0.350	0.325	1,200
	<u>81,659,000</u>			<u>31,325</u>

Set out below are the biographical details of the Retiring Directors who will retire and being eligible, offer themselves for re-election at the AGM:

EXECUTIVE DIRECTOR

1. Ms. Yi-Mei LIU

Ms. Yi-Mei LIU (“**Ms. Liu**”), also known as Grace Liu, aged 65, is an Executive Director of the Company and the Deputy Chairman of the Board since 11 July 2005. She is also a director of all subsidiaries of the Company. Ms. Liu, together with her husband, Mr. Shan Huei KUO, Executive Director of the Company and Chairman of the Board, are founders of our business. Ms. Liu has over 30 years of experience in the furniture business and she has been closely involved in executing the corporate strategy and daily operations of our Group. In addition to her general management role, she oversees the financial control, cash management and human resources operations of our business. Ms. Liu obtained a Bachelor of Arts degree in English Literature from Suzhou University in 1979.

Ms. Liu and Mr. Shan Huei KUO are the controlling and substantial shareholders of the Company. Ms. Liu is also a director of Advent Group Limited and Magnificent Capital Holding Limited, the substantial and controlling shareholders of the Company. As at the date of this form of disclosure and confirmations, Ms. Liu had interests in 2,146,346,773 shares in the share capital of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, Ms. Liu (i) does not at present hold nor has she 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; (ii) does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) does not have other major appointments and professional qualifications.

Ms. Liu 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. She 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 her level of experience and performance as well as the business performance of the Company. She 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.

Pursuant to the statement of disciplinary action of the Stock Exchange against Ms. Liu dated 10 January 2022, the Company made a partial disposal (the “**Disposal**”) of the held-for-trading investment in December 2019, which constituted a major transaction subject to the announcement, circular and shareholders’ approval requirements under Chapter 14 of the Listing Rules. The Company failed to comply with the requirements due to a misinterpretation of the Listing Rules by Ms. Liu. Ms. Liu had also failed to report the Disposal to the Board. Ms. Liu breached Rule 3.08 of the Listing Rules and her undertaking in relation to her failure to procure the Company’s Listing Rules compliance with respect to the Disposal. Accordingly, the Listing Committee of the Stock Exchange publicly criticised Ms. Liu and the Company for their respective breaches mentioned above.

Save as disclosed above, there is no information which is discloseable nor is/was Ms. Liu 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 Ms. Lui that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

2. Mr. Siu Ki LAU

Mr. Siu Ki LAU (“**Mr. Lau**”), also known as Kevin Lau, aged 64, is an Independent Non-executive Director of the Company since 24 October 2005. He is the Chairman of the Audit Committee of the Company. With over 40 years of experience in corporate finance, financial advisory and management, accounting and auditing, Mr. Lau is currently a financial advisory consultant running his own management consultancy firm, Hin Yan Consultants Limited. Previously, Mr. Lau worked at Ernst & Young for over 15 years. Mr. Lau is a fellow member of both the Association of Chartered Certified Accountants (“**ACCA**”) and The Hong Kong Institute of Certified Public Accountants. He served as a member of the world council of ACCA from 2002 to 2011. Mr. Lau also served on the executive committee of the Hong Kong branch of ACCA (“**ACCA Hong Kong**”) from 1995 to 2011, and was the chairman of ACCA Hong Kong in 2000/2001.

Mr. Lau also serves as the independent non-executive director of six other listed companies in Hong Kong: Binhai Investment Company Limited, Comba Telecom Systems Holdings Limited, Embry Holdings Limited, FIH Mobile Limited, TCL Electronics Holdings Limited and IVD Medical Holding Limited. He also serves as the company secretary of Hung Fook Tong Group Holdings Limited, Yeebo (International Holdings) Limited and Expert Systems Holdings Limited, companies listed in Hong Kong. Mr. Lau graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in 1981.

Save as disclosed above, Mr. Lau (i) does not at present hold 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; (ii) does not have any relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold other positions in the Company or other members of the Group; and (ii) did not have any interests in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Lau 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.

On 12 May 2021, Securities Futures Commission (“SFC”) issued a press release in relation to the proceedings brought by the SFC against China Medical & HealthCare Group Limited (“CMHG”) (stock code: 0383) and six individuals who were then directors of CMHG (the “Relevant Directors”), including Mr. Lau, being an independent non-executive director of CMHG at the material time. Mr. Lau was one of the Relevant Directors that was sanctioned and fined for failing to disclose inside information as soon as reasonably practicable.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Lau 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. Lau that need to be brought to the attention of the shareholders of the Company.

3. Mr. Sui-Yu WU

Mr. Sui-Yu WU (“Mr. Wu”), also known as SY Wu, aged 64, is an Independent Non-executive Director of the Company since 15 December 2008 and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Wu has been practising law for over 30 years, and is the founding partner of Wu & Partners, Attorneys-at-Law, a firm based in Taipei, Taiwan which he founded in 2004. He has been a member of the Taipei Bar Association since 1983. His practice focuses on international economic law and WTO-related practices, cross-border commercial transactions and disputes, and mergers & acquisitions. Before that, Mr. Wu was a senior partner of Lee, Tsai & Partners from 2000 to 2004, the managing partner of Perkins Coie, Taipei Office from 1997 to 2000, and was an Of Counsel of Perkins Coie during 1996 to 1997. Prior to Perkins Coie, Mr. Wu had been with Lee & Li, Attorneys-at-Law since 1981, and was a visiting attorney at Van Bael & Bellis (Brussels, Belgium) and Nishimura & Partners (Tokyo, Japan) in 1988 and 1989 respectively. In addition to Taiwan, Mr. Wu has been licensed to practise law in New York State since 1990, and has been a member of the American Bar Association and International Bar Association since 1991. He was the Chair of International Trade Committee of the Inter-Pacific Bar Association from 1999 to 2001, and a director of Taipei Bar Association from 1993 to 1996. On the academic track, he was an associate professor at the Soochow University Law School from 1996 to 2005, and Institute of Law for Science and Technology, Tsing Hua University Law School from 2002 to 2005. Mr. Wu received a SJD degree and an LLM degree from the University of Michigan Law School, and an LLB degree from the Law Department of National Taiwan University in 1980.

Save as disclosed above, Mr. Wu (i) does not at present hold 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; (ii) does not have any relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) nor does he does not hold other positions in the Company or other members of the Group; and (iv) did not. As at the Latest Practicable Date, he did not have any interests in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Wu has entered into a service contract with the Company for a term of three years, which is determinable by either party giving three month's 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 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. Wu 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. Wu that need to be brought to the attention of the shareholders of the Company.

NOTICE OF 2023 ANNUAL GENERAL MEETING



SAMSON HOLDING LTD.

順誠控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00531)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 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, 18 May 2023 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**” and each a “**Director**”) and of the independent auditor of the Company for the year ended 31 December 2022.
2. To declare a final dividend for the year ended 31 December 2022.
3. To re-elect Ms. Yi-Mei LIU as executive Director.
4. To re-elect Mr. Siu Ki LAU as independent non-executive Director.
5. To re-elect Mr. Sui-Yu WU as independent non-executive Director.
6. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
7. To re-appoint Ernst & Young as auditors and to authorise the Board 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 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

* For identification purposes only

NOTICE OF 2023 ANNUAL GENERAL MEETING

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;

- (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;

NOTICE OF 2023 ANNUAL GENERAL MEETING

- (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.”

NOTICE OF 2023 ANNUAL GENERAL MEETING

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

14 April 2023

NOTICE OF 2023 ANNUAL GENERAL MEETING

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, 16 May 2023 (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, 15 May 2023 to Thursday, 18 May 2023, 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, 12 May 2023.
5. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from 5 June 2023 to 7 June 2023, 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 2 June 2023.

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.