

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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, 19 June 2023 at 10:00 a.m. for the following purposes.

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor for the year ended 31 December 2022.
2. (A) To re-elect Ms. WANG KOO Yik Chun as a non-executive director of the Company.
(B) To re-elect Mr. Peter TAN as an independent non-executive director of the Company.
(C) To re-elect Professor Chen LIN as an independent non-executive director of the Company.
(D) To ratify the aggregate remuneration paid to all the directors of the Company for the year ended 31 December 2022 and to authorise the board of directors of the Company to fix directors’ remuneration for the year ending 31 December 2023.
3. To re-appoint KPMG as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

As special business, to consider and, if thought fit, pass (with or without amendment) the following resolutions as ordinary 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 buy back shares of the Company 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 recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and 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 which the directors of the Company are authorised to buy back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of shares of the Company in issue as 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 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 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 deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements and options which would or 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 or grant offers, agreements and 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, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any conversion rights attaching to any securities which are convertible into shares of the Company; (iii) the exercise of the rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors and/or employees of the Company and/or any of its subsidiaries and/or eligible participants as defined under such option scheme of options to subscribe for, or rights to acquire, shares of the Company; (iv) any issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company; or (v) any specific authority, shall not exceed 20% of the total number of shares of the Company in issue as 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 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 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 of 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 then 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** conditional upon resolutions no. 4 and no. 5 set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company pursuant to resolution no. 5 be and is hereby extended by the addition to the total number of shares of the Company which may be allotted, issued or dealt with by the directors of the Company pursuant to such general mandate a number representing the total number of shares bought back by the Company under the authority granted pursuant to resolution no. 4 provided that such number 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 consolidation or subdivision of shares of the Company).”

As special business, to consider and, if thought fit, pass with or without amendment, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

7. “**THAT**:
- (a) the proposed amendments to the existing bye-laws of the Company adopted on 6 June 2016 (the “Proposed Amendments”), the details of which are set out in Appendix III to the circular of the Company dated 28 April 2023, be and are hereby approved;
 - (b) the new bye-laws of the Company marked “A” (incorporating the Proposed Amendments) produced to this annual general meeting and for the purpose of identification signed by the chairman of the meeting, be and are hereby approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company; and
 - (c) any director of the Company be and is hereby authorised generally to do all such acts, deeds and things as he/she shall, in his/her absolute discretion, deem appropriate or necessary to effect, implement and complete any of the foregoing.”

By order of the Board
CHAN Man Ying
Company Secretary

Hong Kong, 28 April 2023

Notes:

1. For the purpose of determining shareholders’ eligibility to attend and vote at the annual general meeting of the Company (the “AGM”), the register of members of the Company will be closed from Wednesday, 14 June 2023 to Monday, 19 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, 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, for registration not later than 4:30 p.m. on Tuesday, 13 June 2023.

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 AGM. A proxy need not be a member of the Company.
3. To be valid, an instrument appointing a proxy or an attorney relating to the AGM and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited 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 AGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM or at any adjourned meeting thereof (as the case may be) should he/she so wish, and in such event, the relevant form of proxy will be deemed to be revoked.
4. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such share.
5. 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 AGM will direct each of the resolutions set out in the notice of the AGM to be voted on by poll.
6. A location map showing the venue of the AGM with relevant transportation information will be sent to the members together with the Company's circular dated 28 April 2023.
7. In the event a tropical cyclone warning signal no. 8 or above is hoisted, or "extreme conditions" caused by a super typhoon or a "black" rainstorm warning signal is/are in force on or before the day of the AGM, the AGM may be postponed. In such circumstance, the Company will post an announcement on the website of the Company (www.tristateww.com) and HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to update members on the relevant arrangements.

As at the date of this notice, the board of directors of the Company comprises one Executive Director, namely 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 four Independent Non-Executive Directors, namely Mr. LO Kai Yiu, Anthony, Mr. James Christopher KRALIK, Mr. Peter TAN and Professor Chen LIN.