
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 **PAK FAH YEOW INTERNATIONAL LIMITED**, you should at once hand this circular and the accompanying proxy form 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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PAK FAH YEOW INTERNATIONAL LIMITED

白花油國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 239)

**PROPOSALS INVOLVING
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES AND
RE-ELECTION OF RETIRING DIRECTORS AND
AMENDMENTS TO EXISTING BYE-LAWS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Pak Fah Yeow International Limited to be held at Rm 201, 2/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 7 June 2023 at 2:00 p.m. is set out on pages 18 to 22 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company at 11th Floor, 200 Gloucester Road, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting should you so wish, and in such event the instrument appointing the proxy shall be deemed to be revoked.

Hong Kong, 28 April 2023

* For identification purpose only

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on Wednesday, 7 June 2023 at 2:00 p.m., notice of which is set out on pages 18 to 22 of this circular
“Board”	the board of Directors
“Companies Act”	the Companies Act 1981 of the laws of Bermuda, as amended
“Company”	Pak Fah Yeow International Limited, a company incorporated with limited liability in Bermuda and with its Shares listed on the Stock Exchange
“Directors”	the director(s) of the Company for the time being
“Existing Bye-Laws”	the bye-laws of the Company adopted on 16 August 1991 as amended from time to time (including amendments up to 30 June 2020) and currently in force
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 April 2023, 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
“Proposed Amendments”	the proposed amendments to the Existing Bye-Laws set out in Appendix III to this circular
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10 percent of the total number of Shares in issue as at the date of passing the Repurchase Resolution

DEFINITIONS

“Repurchase Resolution”	the proposed ordinary resolution as referred to in item 5 of the notice of the Annual General Meeting
“Share(s)”	share(s) of HK\$0.05 each in the share capital of the Company
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



PAK FAH YEOW INTERNATIONAL LIMITED

白花油國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 239)

Executive Directors:

GAN Wee Sean (*Chairman & Chief Executive Officer*)

GAN Fock Wai, Stephen

GAN Cheng Hooi, Gavin

Non-executive Director:

GAN Fook Yin, Anita

Independent Non-executive Directors:

LEUNG Man Chiu, Lawrence

CHAN Chi Chung, Simon

DELL'ORTO Renato

Registered Office:

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Head Office and Principal

Place of Business:

11th Floor,
200 Gloucester Road,
Wan Chai, Hong Kong

Hong Kong, 28 April 2023

To the shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES AND
RE-ELECTION OF RETIRING DIRECTORS AND
AMENDMENTS TO EXISTING BYE-LAWS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information regarding the proposed renewal of the general mandates to allot, issue and deal with Shares, to repurchase Shares, the re-election of retiring Directors and the Proposed Amendments and to seek your approval of the resolutions relating to these matters at the Annual General Meeting.

* For identification purpose only

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 30 June 2022, a general mandate was given by the Shareholders to the Board to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I hereto.

The general mandate granted pursuant to the Repurchase Resolution shall be exercisable during the period from the passing of the Repurchase Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

3. GENERAL MANDATE TO ISSUE NEW SHARES

It will also be proposed at the Annual General Meeting two ordinary resolutions (namely ordinary resolutions as referred to in items 6 and 7 of the notice of the Annual General Meeting) respectively granting to the Board a general mandate to allot, issue and deal with Shares not exceeding 20 percent of the total number of Shares in issue as at the date of passing the resolution (i.e. not exceeding 62,328,000 Shares based on the number of issued Shares of 311,640,000 Shares as at the Latest Practicable Date and assuming that such number of issued Shares remains the same as at the date of passing the ordinary resolution) and adding to such general mandate so granted to the Board the total number of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10 percent of the total number of Shares in issue as at the date of passing the Repurchase Resolution.

The general mandate to allot, issue and deal with Shares shall be exercisable during the period from the passing of the ordinary resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the bye-Laws of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of three executive Directors, namely Mr. GAN Wee, Sean, Mr. GAN Fock Wai, Stephen, Mr. GAN Cheng Hooi, Gavin; a non-executive Director namely Ms. GAN Fook Yin, Anita; and three independent non-executive Directors namely Mr. LEUNG Man Chiu, Lawrence, Mr. CHAN Chi Chung, Simon and Mr. DELL'ORTO Renato. Mr. LEUNG Man Chiu, Lawrence has served as independent non-executive Director for approximately 15 years.

Pursuant to the Existing Bye-Laws, Mr. GAN Fock Wai, Stephen, Ms. GAN Fook Yin, Anita and Mr. LEUNG Man Chiu, Lawrence, being the Directors longest in office since their last re-election, shall retire by rotation from office at the Annual General Meeting. Mr. CHAN Chi Chung, Simon and Mr. DELL'ORTO Renato, being new Directors appointed during the year, shall retire at the Annual General Meeting. All the retiring Directors, being eligible, shall offer themselves for re-election.

Mr. LEUNG Man Chiu, Lawrence has served as an independent non-executive Director for more than nine years. Pursuant to Code A.4.3 of the Corporate Governance Code, (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence and (b) if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders.

The nomination committee and the Board have reviewed the annual written confirmation of independence of all independent non-executive Directors namely Mr. LEUNG Man Chiu, Lawrence, Mr. CHAN Chi Chung, Simon and Mr. DELL'ORTO Renato and assessed their independence based on the independence criteria as set out in rule 3.13 of the Listing Rules. They do not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders. The nomination committee and the Board are also not aware of any circumstance that might influence all the independent non-executive Directors in exercising independent judgment and are satisfied that they have the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director. On this basis, all the independent non-executive Directors are considered independent. The nomination committee nominated Mr. LEUNG, Mr. CHAN and Mr. DELL'ORTO to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting. Accordingly, the Board proposed that each of them stand for re-election as an independent non-executive Director at the Annual General Meeting.

Mr. CHAN Chi Chung, Simon is a practicing solicitor with extensive experience in the legal field. Mr. DELL'ORTO Renato has rich experience in supply chain management. The Board believes that the skills and experiences they acquired from different background will be able to bring valuable contribution to the Group.

Having regard to the Board's diversity policy and the nomination policy adopted by the Company, the nomination committee recommended re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Mr. GAN Fock Wai, Stephen, Ms. GAN Fook Yin, Anita, Mr. LEUNG Man Chiu, Lawrence, Mr. CHAN Chi Chung, Simon and Mr. DELL'ORTO Renato, stands for re-election as Director by way of separate resolution at the Annual General Meeting.

Details of retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. AMENDMENTS TO EXISTING BYE-LAWS

Reference is made to the announcement of the Company dated 18 April 2023. The Board will propose at the Annual General Meeting a special resolution approving the Proposed Amendments to, inter alia, reflect certain amendments to the Listing Rules, including the core shareholder protection standards, and the applicable laws of Bermuda; and to make other consequential and housekeeping changes.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The Proposed Amendments to the Existing Bye-Laws are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting.

The legal adviser to the Company as to Hong Kong laws has confirmed that the Proposed Amendments to the Existing Bye-Laws do not violate the Listing Rules; and the legal adviser to the Company as to Bermuda laws has confirmed that the Proposed Amendments to the Existing Bye-Laws do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the Proposed Amendments.

6. ANNUAL GENERAL MEETING

On pages 18 to 22 of this circular, you will find a notice convening the Annual General Meeting at which the following resolutions will be proposed:

- an ordinary resolution to grant to the Directors a general mandate to exercise all powers of the Company to repurchase on the Stock Exchange Shares representing up to 10 percent of the total number of Shares in issue as at the date of passing the Repurchase Resolution;
- an ordinary resolution to grant to the Directors a general mandate to authorise the Board to issue, allot and deal with Shares not exceeding 20 percent of the total number of Shares in issue as at the date of passing such resolution;
- an ordinary resolution to extend the general mandate which will be granted to the Board to issue, allot and deal with additional Shares by adding to it the number of Shares repurchased under the Repurchase Proposal after the granting of the general mandate; and
- a special resolution to approve the Proposed Amendments.

LETTER FROM THE BOARD

7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the general meeting of the Company will 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. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

8. ACTION TO BE TAKEN

A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the head office and principal place of business of the Company at 11th Floor, 200 Gloucester Road, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not prevent Shareholders from attending and voting at the Annual General Meeting if they so wish.

9. RECOMMENDATION

The Directors believe that the Repurchase Proposal, the general mandate for Directors to issue new Shares, the re-election of the retiring Directors and the Proposed Amendments are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions as set out in the notice of Annual General Meeting.

Yours faithfully,
For and on behalf of the Board of
Pak Fah Yeow International Limited
GAN Wee Sean
Chairman

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10 percent of the total number of Shares in issue as at the date of passing the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 311,640,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 31,164,000 Shares, representing 10 percent of the total number of Shares in issue as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Directors will only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws of the Company and the applicable laws of Bermuda. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

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 accounts contained in the annual report for the year ended 31 December 2022 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal 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. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2022	1.450	1.320
May 2022	1.400	1.210
June 2022	1.450	1.300
July 2022	1.432*	1.320
August 2022	1.350	1.200
September 2022	1.260	1.160
October 2022	1.180	1.000
November 2022	1.050	0.920
December 2022	1.300	1.030
January 2023	1.320	1.190
February 2023	1.310	1.220
March 2023	1.320	1.190
April 2023 (up to and including the Latest Practicable Date)	1.460	1.220

* *price adjusted due to payment of special dividend*

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the powers of the Company to make repurchases pursuant to the Repurchase Proposal in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

6. TAKEOVERS CODE

On the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, 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 Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. GAN Wee Sean and Mr. GAN Fock Wai, Stephen together with their respective associates held respectively 94,912,322 Shares and 72,974,799 Shares, representing in aggregate approximately 53.87 percent of the issued Shares. In the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Proposal, the shareholdings of Mr. GAN Wee Sean and Mr. GAN Fock Wai, Stephen, together with their associates would be increased to approximately 59.86 percent of the issued Shares.

The Directors are not aware of any consequences, which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Proposal.

In the event that the Repurchase Proposal is exercised in full, the number of Shares held by the public would not fall below 25 percent.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting to be held on 7 June 2023:

Mr. GAN Fock Wai, Stephen, aged 61, is an executive Director and is a member of the remuneration committee of the Company. He was the Chief Executive Officer until 21 April 2008. He is also a director in a number of subsidiaries of the Company. He possessed an honorary bachelor degree in food process engineering from Loughborough University of Technology in England. He has been actively involved in the management of the Group since 1986. He is a son of the founder, Mr. Gan Geok Eng. Mr. Gan Wee Sean, Chairman of the Company, is the grandson of the founder. Mr. Gan Cheng Hooi, Gavin, executive director of the Company is a son of Mr. Gan Wee Sean. Ms. Gan Fook Yin, Anita, non-executive director of the Company, is a sister of Mr. Gan Fock Wai, Stephen. In 2001, he was awarded one of the “2001 Youth Industrial Awards of Hong Kong” by the Federation of Hong Kong Industries. He was also a committee member (Practitioners Board) of the Chinese Medicine Council of Hong Kong from 1999 to 2005. He is a director and shareholder of Gan’s Enterprises Limited, a substantial shareholder of the Company.

Save as disclosed above, Mr. Gan (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Company or any of the Subsidiaries; (iii) does not have any other relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”).

As at the Latest Practicable Date, Mr. GAN has personal interests and corporate interests of 10,446,879 Shares and 62,527,920 Shares respectively, representing in aggregate approximately 23.42% of the issued share capital of the Company, within the meaning of Part XV of the SFO. In accordance with the service agreement between the Company and Mr. GAN, he is not appointed for a specific term except that he is subject to retirement by rotation and re-election in accordance with the Company’s bye-laws.

Mr. GAN was entitled to an annual remuneration package including management bonus and housing allowance of HK\$3,680,000 for the year ended 31 December 2022. There is no agreement as to the director’s fee of Mr. GAN and his director’s fee will be determined by the board by reference to the prevailing market conditions and subject to the Shareholders’ approval at the Annual General Meeting. Save as disclosed above, he does not have any relationship with any other directors, senior management, substantial or controlling Shareholders.

Ms. GAN Fook Yin, Anita, aged 54, was appointed as a non-executive Director on 23 September 2015. She joined Rena Creative Products Ltd. (“RENA”) since 1999 and is now the chief executive officer of RENA. Prior to joining RENA, she served as chairman of Chancy Company Ltd. Now she also serves as an executive director of Rena Creative Services Ltd.. Ms. GAN has leadership and extensive managerial experience in financial, strategic, capital allocation and human resources. She obtained a bachelor degree in mathematics and management from King’s College, University of London. She is a daughter of the founder, Mr. GAN Geok Eng and a sister of Mr. GAN Fock Wai, Stephen, who is an executive director and a substantial shareholder of the Company. Mr. GAN Wee Sean, Chairman of the Company, is a grandson of the founder. Mr. GAN Cheng Hooi, Gavin, executive director of the Company, is a son of Mr. GAN Wee Sean.

Save as disclosed above, Ms. GAN (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Company or any of the Subsidiaries; (iii) does not have any other relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, she has personal interest in 1,190,280 Shares within the meaning of Part XV of the SFO.

The Company has entered into a letter of appointment with Ms. GAN for a period of two years commencing from 23 September 2022 which is subject to retirement by rotation and re-election at the annual general meeting in accordance with the bye-laws of the Company.

Ms. GAN was entitled to receive a director fee of HK\$144,900 for the year ended 31 December 2022 which is subject to approval of the Board by reference to prevailing market conditions and approval of Shareholders at the Annual General Meeting.

Mr. LEUNG Man Chiu, Lawrence, aged 74, was appointed as an independent non-executive Director in July 2006 and is the chairman of the audit committee, remuneration committee and nomination committee of the Company. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He graduated in 1969 from the Hong Kong Technical College (now known as the Hong Kong Polytechnic University) with a diploma in accountancy and qualified himself as a certified public accountant in 1972. Mr. Leung is a practising certified public accountant and has been in public practice for over 45 years. He has extensive experience in accounting and auditing and served in listing and auditing projects for a number of Hong Kong publicly listed companies. He is now practising as a partner in Tang and Fok. Mr. Leung was a non executive director of World Super Limited and is an independent non-executive director of Safety Godown Company, Limited, and SMC Electric Limited companies listed on the Stock Exchange. He resigned on 25 March 2022 as an independent non-executive director of PFC Device Inc. (which was a listed company and privatised on 25 March 2022).

Save as disclosed above, Mr. LEUNG (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Company or any of the Subsidiaries; (iii) does not have any other relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. LEUNG is appointed for a term of two years until 30 September 2024 and subject to retirement by rotation and re-election provisions in the bye-laws of the Company. He was entitled to receive a director's fee for the year ended 31 December 2022 of approximately HK\$144,900 per annum which is subject to approval of the Board by reference to the prevailing market conditions and the approval of Shareholders at the Annual General Meeting.

Mr. CHAN Chi Chung, Simon, aged 45, was appointed as an independent non-executive Director on 30 September 2022 and is a member of the audit committee, remuneration committee and nomination committee of the Company. He obtained his Bachelor of Laws degree and Postgraduate Certificate in Laws from the University of Hong Kong in 1999 and 2000 respectively. Mr. CHAN was admitted as a solicitor in Hong Kong in November 2002. He is currently a consultant at DeHeng Law Offices (Hong Kong) LLP (formerly known as Chung's Lawyers), a firm of solicitors in Hong Kong. Prior to his role at DeHeng Law Offices (Hong Kong) LLP, Mr. CHAN has worked in different sectors of the legal industry including serving as a legal officer for the Intellectual Property Department of Hong Kong, an in-house counsel of a multinational entertainment corporation and a partner of a major Hong Kong law firm. His practice focuses on contentious and non-contentious commercial, intellectual property, personal data privacy, and employment matters. Since September 2021, Mr. CHAN has been serving as an Adviser of the Scout Performing Arts Committee of the Scout Association of Hong Kong.

Save as disclosed above, Mr. CHAN (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Company or any of the Subsidiaries; (iii) does not have any other relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. CHAN is appointed for a term of two years commencing from 30 September 2022 and subject to retirement by rotation and re-election provisions in the bye-laws of the Company. He is entitled to have a director's fee of approximately HK\$144,900 per annum which is subject to approval of the Board by reference to the prevailing market conditions and the approval of Shareholders at the Annual General Meeting.

Mr. DELL'ORTO Renato, aged 70, was appointed as an independent non-executive Director on 30 September 2022 and is a member of the audit committee, remuneration committee and nomination committee of the Company. He graduated from KV Business School in Zurich, Switzerland. Before being recruited in Switzerland by the Edward Keller Group for a position in Hong Kong, he gained experience in Switzerland in Supply Chain Management and as an Assistant to the General Manager. He spent 30 years at DKSH Group (formerly Diethelm/Keller) holding the position of Vice President of the Healthcare Business Unit and Director of DKSH (Hong Kong) Ltd. During his tenor at DKSH, he attended several International Executive and General Management programs at: The International Marketing Institute, Cambridge, Massachusetts, USA; IMEDE/IMD in Lausanne, Switzerland and at INSEAD, Singapore. He served as a Board Member of The Hong Kong Association of the Pharmaceutical Industry (HKAPI) and as its Vice President and President. He also served on the HKSAR Pharmacy & Poison Appeals Tribunal. In 2007, he joined BioHealth Plus Ltd. as a joint business owner and Executive Director.

Save as disclosed above, Mr. DELL'ORTO (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Company or any of the Subsidiaries; (iii) does not have any other relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. DELL'ORTO is appointed for a term of two years commencing from 30 September 2022 and subject to retirement by rotation and re-election provisions in the bye-laws of the Company. He is entitled to have a director's fee of approximately HK\$144,900 per annum which is subject to approval of the Board by reference to the prevailing market conditions and the approval of Shareholders at the Annual General Meeting.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with their re-election and no any information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

PAK FAH YEOW INTERNATIONAL LIMITED

(the “Company”)

BYE-LAW AMENDMENTS

“1. **THAT** the existing bye-laws of the Company be and are hereby amended as follows:

Bye-law 1

- (1) By adding the following definition of “clear days” immediately after the definition of “capital”:

“clear days” in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

- (2) By adding the following paragraph immediately after the paragraph “words importing person shall include partnerships, firms, companies and corporations.”:

“where a member is a corporation, any reference in these presents to a member shall, where the context requires, refer to a duly authorised representative of such member.”

- (3) By adding the following paragraph:

“A resolution shall be an Extraordinary Resolution when it has been passed by a majority of not less than two-thirds of the votes cast by such members as, being entitled so to do, vote in person or, in the case of such member being a corporation, by its duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 63.”

- (4) By adding the words “an Extraordinary Resolution or” immediately after the words “A Special Resolution shall be effective for any purpose for which”.

Bye-law 5(A)

- (5) By deleting the last sentence of Bye-law 5(A) in its entirety and replacing it with the following:

“To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy or by a duly authorised corporate representative may demand a poll and every holder of shares of the class shall be entitled to one vote for every such share held by him.”

Bye-law 6(D)

- (6) By deleting the Bye-law 6(D) in its entirety.

Bye-law 14

(7) By adding the following new Bye-law 14(C) to Bye-law 14:

“(C) The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means (electronic or otherwise) in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

Bye-law 60

(8) By deleting Bye-law 60 in its entirety and replacing it with the following:

“60. Subject to the Companies Act, The Company shall for each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.”

Bye-law 62

(9) By deleting Bye-law 62 in its entirety and replacing it with the following:

“62. The Board may, whenever it thinks fit, convene a special general meeting, and members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.”

Bye-law 63

- (10) By deleting the first paragraph before section (i) of Bye-law 63 in its entirety and replacing it with the following:

“63. An annual general meeting shall be called by Notice of at least twenty-one (21) clear days, and any other general meetings of the Company (including special general meetings) shall be called by Notice of at least fourteen (14) clear days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act and if permitted by the rules of the Designated Stock Exchange, a meeting of the Company may be called by shorter notice if it is so agreed:-”

Bye-law 80

- (11) By adding the following new Bye-law 80(D) to Bye-law 80:

“(D) All members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.”

Bye-law 163

- (12) By deleting Bye-law 163(B) in its entirety and replacing it with the following:

“(B) The members shall by Ordinary Resolution at the annual general meeting (or at a subsequent special general meeting) in each year appoint one or more auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditor or Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditor of the Company. The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditor or Auditors shall be fixed by Ordinary Resolution passed at a general meeting (including an annual general meeting) or in such manner as the members may by Ordinary Resolution determine except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditor appointed to fill any casual vacancy may be fixed by the Directors.

- (13) By deleting the word “Special” and replacing it the word “Extraordinary” in Bye-law 163(C).

NOTICE OF ANNUAL GENERAL MEETING



PAK FAH YEOW INTERNATIONAL LIMITED

白花油國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 239)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Pak Fah Yeow International Limited (the “Company”) will be held at Rm 201, 2/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 7 June 2023 at 2:00 p.m. for the following purposes:

1. To receive and consider the financial statements and the report of the directors and independent auditor’s report for the year ended 31 December 2022.
2.
 - (a) To declare a final dividend of HK3.8 cents per share for the year ended 31 December 2022.
 - (b) To declare a special dividend of HK3.0 cents per share for the year ended 31 December 2022.
3.
 - (a) To re-elect Mr. GAN Fock Wai, Stephen as an executive director of the Company.
 - (b) To re-elect Ms. GAN Fook Yin, Anita as a non-executive director of the Company.
 - (c) To re-elect Mr. LEUNG Man Chiu, Lawrence (who has served as an independent non-executive director of the Company for more than 9 years) as an independent non-executive director of the Company.
 - (d) To re-elect Mr. CHAN Chi Chung, Simon as an independent non-executive director of the Company.
 - (e) To re-elect Mr. DELL’ORTO Renato as an independent non-executive director of the Company.
 - (f) To authorize the board of directors of the Company to fix the remuneration of the directors for the year ending 31 December 2023.
4. To re-appoint Mazar CPA Limited as auditor and authorize the board of directors of the Company to fix the remuneration of auditor.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (b) below, 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\$0.05 each in the capital 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 of Hong Kong 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 or of any other recognised 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 repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 percent of the total number of shares of the Company in issue as at the date of passing this Resolution provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (c) for the purposes 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 laws of Bermuda or the bye-laws of the Company to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) below, 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 of HK\$0.05 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company 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 in paragraph (a) above, otherwise than (i) pursuant to a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) pursuant to an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time, shall not exceed 20 percent of the total number of shares of the Company in issue as at the date of passing this Resolution provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (d) for the purposes 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 laws of Bermuda or the bye-laws of the Company to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (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 applicable to the Company).”

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

ORDINARY RESOLUTION

“**THAT** subject to the passing of the Resolutions in items 5 and 6 of the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to the Resolution in item 6 of the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the Resolution in item 5 of the notice convening this meeting.”

8. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT**

- (a) the proposed amendments to the existing bye-laws of the Company (the “Proposed Amendments”), details of which are set out in Appendix III to the circular of the Company dated 28 April 2023, be and are hereby approved, adopted and confirmed; and
- (b) any one director or the company secretary of the Company be and is hereby authorized to execute all such documents and do all such other acts and things as he or she may, in his or her absolute discretion, consider necessary, desirable or expedient to effect the Proposed Amendments and any of the foregoing.”

By Order of the Board
Pak Fah Yeow International Limited
LO Tai On
Secretary

Hong Kong, 28 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The annual general meeting (the “Meeting”) will be held in the form of a physical meeting. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. A member of the Company holding two or more shares may appoint more than one proxy. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the head office and principal place of business of the Company at 11th Floor, 200 Gloucester Road, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. The register of members will be closed from Friday, 2 June 2023 to Wednesday, 7 June 2023, both days inclusive, during which no transfer of shares will be effected. In order to qualify for attendance and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Registrars, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 1 June 2023.
4. The register of members of the Company will also be closed from Wednesday, 12 July 2023 to Friday, 14 July 2023, both days inclusive, during which no transfer of shares will be effected. To rank for the proposed final dividend and special dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Registrars, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 11 July 2023.
5. With regard to item no.3 in this notice, the board of directors of the Company proposes that the retiring directors, namely Mr. GAN Fock Wai, Stephen, Ms. GAN Fook Yin, Anita, Mr. LEUNG Man Chiu, Lawrence, Mr. CHAN Chi Chung, Simon and Mr. DELL’ORTO Renato be re-elected as directors of the Company. Details of the above retiring directors are set out in Appendix II to the circular to shareholders dated 28 April 2023.
6. In case the Meeting (or any adjournment thereof) is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, Shareholders are suggested to visit the Company’s website for arrangements of the Meeting (or any adjournment thereof).