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If you are in any doubt as to any aspect of this circular or as to the action to be taken, 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 **Oshidori International Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Oshidori International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 622)

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES**

**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND**

(3) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company to be held at The Mandarin House, Shops 202 & 203, Hyatt Centric Victoria Harbour Hong Kong, 1 North Point Estate Lane, North Point, Hong Kong on Monday, 12 June 2023 at 10:00 a.m. is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the meeting, please complete and sign the enclosed proxy form 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 or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish. In such event, the proxy form shall be deemed to be revoked.

28 April 2023

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at The Mandarin House, Shops 202 & 203, Hyatt Centric Victoria Harbour Hong Kong, 1 North Point Estate Lane, North Point, Hong Kong on Monday, 12 June 2023 at 10:00 a.m.
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Oshidori International Holdings Limited (Stock Code: 622), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	directors of the Company for the time being
“General Mandates”	the general mandate to issue Shares, with an extension to issue Shares by the number of Shares purchased under the Repurchase Mandate, and the Repurchase Mandate to be sought at the AGM
“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”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution approving the said mandate
“Latest Practicable Date”	24 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the resolution approving the said mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	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
“%”	per cent

LETTER FROM THE BOARD



Oshidori International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 622)

Executive Directors:

Ms. WONG Wan Men

Mr. WONG Yat Fai

Non-Executive Director:

Mr. SAM Hing Cheong

Independent Non-Executive Directors:

Hon. CHAN Hak Kan, *S.B.S., J.P.*

Mr. HUNG Cho Sing, *B.B.S.*

Mr. LAM John Cheung-wah

Dr. LO Wing Yan, *William, J.P.*

Mr. YU Chung Leung

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Place of Business in Hong Kong:

25th Floor, China United Centre

28 Marble Road, North Point

Hong Kong

28 April 2023

To the Shareholders,

Dear Sir/Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issue Mandate to the Directors; (iii) the extension of the Issue Mandate by adding the number of Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors, to enable you to make an informed decision on whether to vote for or against those resolutions proposed at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES

At the annual general meeting of the Company held on 13 June 2022, general mandates were granted to the Directors authorising them, inter alia, (a) to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at 13 June 2022; (b) to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the total number of issued Shares as at 13 June 2022; and (c) to extend the general mandate to issue Shares by the number of Shares purchased under the repurchase mandate mentioned in (a) above. Such general mandates will expire at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates authorising them, inter alia, (a) to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the passing of such resolution; (b) to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of such resolution; and (c) to extend the general mandate to issue Shares by the number of Shares purchased under the Repurchase Mandate.

Assuming no further issue or repurchase of Shares between the Latest Practicable Date and the date of the AGM, upon the passing of the ordinary resolutions to approve the grant of the General Mandates at the AGM, the Directors would be allowed to repurchase 610,925,913 Shares and to allot and issue up to 1,221,851,827 Shares.

The Directors believe that it is in the interests of the Company and the Shareholders as a whole if the General Mandates are granted at the AGM. The Issue Mandate provides the Directors with flexibility to issue Shares especially in the context of a fund raising exercise or a transaction involving an acquisition by the Group where Shares are to be issued as consideration and which has to be completed speedily. However, as at the Latest Practicable Date, the Directors, in the event that the Issue Mandate is approved by the Shareholders, have no present intention of any acquisition by the Company nor any present plan for raising capital by issuing new Shares under the proposed Issue Mandate.

An explanatory statement providing all the information required under the Listing Rules concerning the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of eight Directors including:

- (a) two Executive Directors, namely Ms. Wong Wan Men and Mr. Wong Yat Fai;
- (b) one Non-Executive Director, namely Mr. Sam Hing Cheong; and
- (c) five Independent Non-Executive Directors, namely Hon. Chan Hak Kan, Mr. Hung Cho Sing, Mr. Lam John Cheung-wah, Dr. Lo Wing Yan, William and Mr. Yu Chung Leung.

LETTER FROM THE BOARD

Pursuant to Bye-law 84(1) of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Pursuant to Bye-law 84(2) of the Bye-laws, the Directors to retire shall be those who wishes to retire and not to offer himself for re-election and those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. Accordingly, Hon. Chan Hak Kan (“**Hon. Chan**”) and Mr. Hung Cho Sing (“**Mr. Hung**”), being the Directors longest in office since their last re-election, shall retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Pursuant to Bye-law 83(2) of the Bye-laws, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office until the next following annual general meeting and shall then be eligible for re-election at such meeting. Accordingly, Mr. Lam John Cheung-wah (“**Mr. Lam**”) and Mr. Yu Chung Leung (“**Mr. Yu**”), who were appointed as Directors on 1 August 2022 and 25 July 2022 respectively, shall retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Company (the “**Nomination Committee**”) has held a meeting to recommend the re-election of retiring Directors at the AGM. The Nomination Committee, which is responsible for identifying individuals suitably qualified to be Board members, noted the extensive experiences and expertise of Hon. Chan, Mr. Hung, Mr. Lam and Mr. Yu in the fields of public administration, in film distribution industry, in banking industry and in auditing and accounting respectively. As such, Hon. Chan, Mr. Hung, Mr. Lam and Mr. Yu contribute a wealth of experience, skills, expertise to the Board as well as enhance the diversity of the Board. Hon. Chan, Mr. Hung, Mr. Lam and Mr. Yu abstained from voting at the meeting of the Nomination Committee when their nomination were being considered.

The Nomination Committee is also responsible for, inter alia, assessing the independence of independent non-executive Directors (including the retiring Directors). As such, the Nomination Committee also reviewed and assessed the independence of each independent non-executive Director by making reference to his annual confirmation of independence made pursuant to Rule 3.13 of the Listing Rules and was of the view that all independent non-executive Directors were independent in accordance with the independence guidelines set out in rule 3.13 of the Listing Rules. Hon. Chan, Mr. Hung, Mr. Lam and Mr. Yu abstained from voting at the meeting of the Nomination Committee when their independence were being reviewed and assessed.

The biographical details of Hon. Chan, Mr. Hung, Mr. Lam and Mr. Yu are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the AGM is set out on pages 14 to 18 of this circular at which resolutions will be proposed, inter alia, to approve the granting of the Repurchase Mandate, the granting of the Issue Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Pursuant to the Listing Rules, any vote of Shareholders taken at the AGM to approve the resolutions proposed must be taken by poll, and an announcement will be made by the Company after the AGM on the poll results of the AGM.

5. ACTIONS TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete and sign the proxy form 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 holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be). In such event, the proxy form shall be deemed to be revoked.

6. 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.

7. RECOMMENDATION

The Directors believe that the proposals for the granting of the Repurchase Mandate, the granting of the Issue Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the AGM.

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By Order of the Board
Oshidori International Holdings Limited
Wong Wan Men
Executive Director

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This is an explanatory statement relating to the ordinary resolution authorising the Company to repurchase its own Shares proposed to be passed by the Shareholders at the AGM.

This explanatory statement contains a summary of the information required pursuant to Rule 10.06 of the Listing Rules which is set out as follows:

Share capital

- As at the Latest Practicable Date, there were in issue a total of 6,109,259,139 Shares, all of which are fully paid;
- Assuming that no further Shares are issued or repurchased after the Latest Practicable Date and before the date of the AGM, there will be 6,109,259,139 Shares in issue as at the date of the AGM, and exercise in full of the Repurchase Mandate would result in a maximum of 610,925,913 Shares being repurchased by the Company during the relevant period referred to in ordinary resolution numbered 4(A) of the notice of the AGM;

Reasons for repurchases

- The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Directors to purchase the Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will benefit the Company and the Shareholders;

Funding of repurchases

- The repurchase of Shares shall be made with funds legally available for such purpose in accordance with the Company's memorandum of association and the Bye-laws and the applicable laws of Bermuda. Under Bermuda law, repurchases may only be effected out of the capital paid up on the purchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased. It is envisaged that the funds required for any repurchase would be derived from such sources.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

- By reference to the financial position of the Company as at 31 December 2022 (being the date of the Company's latest audited accounts), the Directors consider that the repurchases of securities will have no material adverse impact on the working capital and the gearing position of the Company in the event that the Repurchase Mandate were to be exercised in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such an 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.

Directors, their close associates and core connected persons

- None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.
- No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate were approved by the Shareholders.

Undertaking of the Directors

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

Share repurchase made by the Company

- The Company had not purchased any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

GENERAL

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rules 26 and 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, 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.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best knowledge and belief of the Company and as recorded in the register required to be kept by the Company under section 336 of the SFO, Mr. Suen Cho Hung, Paul (“**Mr. Suen**”) (through Seekers Creation Limited) and Ms. Mak Siu Hang, Viola (“**Ms. Mak**”) (through VMS Investment Group Limited) held approximately 19.89% and 9.41% of the issued share capital of the Company respectively. On the basis that no further Shares are issued or repurchased and in the event that the Repurchase Mandate is exercised in full and that there is no change in the shareholdings of Mr. Suen and Ms. Mak in the Company, the shareholdings of Mr. Suen and Ms. Mak would be increased to approximately 22.1% and 10.5% of the issued share capital of the Company respectively, on exercise in full of the Repurchase Mandate. Such increase will not give rise to an obligation to make a mandatory offer under Rules 26 or 32 of the Takeovers Code.

The Directors have no recent intention to exercise the Repurchase Mandate to such an extent that will result in (i) any persons has obligation to make a mandatory offer under the requirements of Takeovers Code; or (ii) the number of Shares in the hands of public falling below 25% or as from time to time as prescribed minimum percentage of public float under the Listing Rules.

PRICES OF THE SHARES

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

	Shares	
	Highest (HK\$)	Lowest (HK\$)
2022		
April	0.510	0.495
May	0.570	0.495
June	0.510	0.475
July	0.475	0.370
August	0.410	0.280
September	0.355	0.247
October	0.350	0.239
November	0.305	0.244
December	0.295	0.248
2023		
January	0.300	0.250
February	0.295	0.250
March	0.315	0.244
April (up to the Latest Practicable Date)	0.275	0.235

The details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

(1) HON. CHAN HAK KAN

Hon. Chan Hak Kan, *S.B.S., J.P.* (“**Hon. Chan**”), aged 46, was appointed as an independent non-executive director of the Company on 6 April 2017. He is also a member of the audit committee, nomination committee and remuneration committee of the Company. He has been a member of the Hong Kong Legislative Council since October 2008, a member of the Hong Kong Executive Council since July 2022 and the Chairman of the Panel on Security of the Hong Kong Legislative Council since January 2022. Hon. Chan graduated from The Chinese University of Hong Kong with a Bachelor of Social Science (Hons) (Government and Public Administration) degree in 1997 and a Master of Social Science (Law and Public Affairs) degree in 2003. From 2000 to 2003, Hon. Chan served as an elected member of the Sha Tin District Council. In 2012, he was appointed as a Justice of the Peace by the Chief Executive of Hong Kong and in 2021, he was awarded the Silver Bauhinia Star. From 2012 to 2018, he was a member of the Beat Drugs Fund Association. From 2017 to 2022, Hon. Chan was a member of ICAC Advisory Committee on Corruption. Since March 2022, he is a member of the Advisory Board of Po Leung Kuk. Hon. Chan is currently an independent non-executive director of Xinyi Electric Storage Holdings Limited (stock code: 8328), the securities of which are listed on the GEM of the Stock Exchange, and an independent non-executive director of Imagi International Holdings Limited (stock code: 585), the securities of which are listed on the Main Board of the Stock Exchange. Save as disclosed above, Hon. Chan has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Hon. Chan does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the SFO nor does he have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. Pursuant to a letter of appointment dated 6 April 2017 (as amended or supplemented from time to time) entered into between Hon. Chan and the Company, his term of appointment is up to 31 December 2023. He is subject to retirement by rotation and is eligible for re-election by the Shareholders in accordance with the Bye-laws. Hon. Chan is entitled to an annual remuneration of HK\$250,000 payable in two equal instalments which is determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his duties and responsibilities within the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, there are no matters concerning Hon. Chan that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(2) MR. HUNG CHO SING

Mr. Hung Cho Sing, *B.B.S.* (“**Mr. Hung**”), aged 82, was appointed as an independent non-executive director of the Company with effect from 6 April 2017. Mr. Hung is also a member of the audit committee, remuneration committee and nomination committee of the Company. He has over 30 years of experience in the film distribution industry. Mr. Hung was the founder and general manager of Delon International Film Corporation since June 2004. Mr. Hung is currently the Chairman of Hong Kong, Kowloon and New Territories Motion Picture Industry Association. In recognition of his contribution to the Hong Kong film industry, Mr. Hung was awarded the Bronze Bauhinia Star (BBS) by the Government of Hong Kong in 2005. Mr. Hung was a non-executive director of Universe Entertainment and Culture Group Company Limited (stock code: 1046) from 1 February 2019 to 31 July 2019, the securities of which are listed on the Main Board of the Stock Exchange. Currently, Mr. Hung is an independent non-executive director of China Star Entertainment Limited (stock code: 326), Harbour Digital Asset Capital Limited (formerly known as Unity Investments Holdings Limited) (stock code: 913) and Miko International Holdings Limited (stock code: 1247), the respective securities of which are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of KOALA Financial Group Limited (stock code: 8226), the securities of which are listed on the GEM of the Stock Exchange. Save as disclosed above, Mr. Hung has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Hung does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the SFO nor does he have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. Pursuant to a letter of appointment dated 6 April 2017 (as amended or supplemented from time to time) entered into between Mr. Hung and the Company, his term of appointment is up to 31 December 2023. He is subject to retirement by rotation and is eligible for re-election by the Shareholders in accordance with the Bye-laws. Mr. Hung is entitled to an annual remuneration of HK\$250,000 payable in two equal instalments which is determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his duties and responsibilities within the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, there are no matters concerning Mr. Hung that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(3) MR. LAM JOHN CHEUNG-WAH

Mr. Lam John Cheung-wah (“**Mr. Lam**”), aged 68, was appointed as an independent non-executive director of the Company with effect from 1 August 2022. Mr. Lam is also a member of the audit committee, nomination committee and remuneration committee of the Company. Mr. Lam has over 30 years of experience in banking, finance and investment. He holds a bachelor of business management degree from Ryerson Polytechnical Institute (currently known as Toronto Metropolitan University) in Toronto, Canada, and is a fellow of The Institute of Canadian Bankers and a fellow of The Royal Institution of Chartered Surveyors. Mr. Lam is the vice president of China Real Estate Chamber of Commerce Hong Kong and International Chapter Limited. He was a member of the 13th Guangdong Provincial Committee of the Chinese People’s Political Consultative Conference. Mr. Lam once acted as the Vice Chairman and an Executive Director of Nan Fung Property Holdings Limited in China Property Division between February 2013 and December 2021, and he has served as its advisor since January 2022. Currently, Mr. Lam is also an independent non-executive director of C&D Newin Paper & Pulp Corporation Limited (formerly known as Samson Paper Holdings Limited) (stock code: 731) and Blue River Holdings Limited (stock code: 498), the securities of which are listed on the Main Board of the Stock Exchange, since May 2022 and August 2022 respectively, and an independent non-executive director of Wing Lee Property Investments Limited (stock code: 864), the securities of which are listed on the Main Board of the Stock Exchange, since February 2013.

From October 2021 to July 2022, Mr. Lam was a non-executive director of Hong Kong Aerospace Technology Group Limited (stock code: 1725), the securities of which are listed on the Main Board of the Stock Exchange. Mr. Lam was also a director of Eastway International Limited and Yue Feng Development (Hong Kong) Limited, which were companies incorporated in Hong Kong with limited liability, before their dissolution by deregistration under section 751 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) on 2 February 2018 and 6 August 2021, respectively. As confirmed by Mr. Lam, (i) each of the said companies was principally engaged in property investment and was solvent immediately prior to and at the time of its dissolution; (ii) there was no wrongful act on his part leading to the dissolutions; and (iii) he was not aware of any actual or potential claim which had been or would be made against him as a result of the dissolutions. Save as disclosed above, Mr. Lam did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and does not hold any other major appointment and professional qualification.

Mr. Lam does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the SFO nor does he have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. Mr. Lam has entered into a letter of appointment with the Company. Subject to the Bye-laws, his maximum term of engagement is up to the conclusion of the third annual general meeting of the Company from the date of his appointment. He is subject to retirement by rotation and is eligible for re-election by the Shareholders in accordance with the Bye-laws. Mr. Lam is entitled to an annual remuneration of HK\$250,000 payable in two equal instalments which is determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his duties and responsibilities, the Company’s performance and the prevailing market situation.

Save as disclosed above, there are no matters concerning Mr. Lam that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(4) MR. YU CHUNG LEUNG

Mr. Yu Chung Leung (“**Mr. Yu**”), aged 52, was appointed as an independent non-executive director of the Company with effect from 25 July 2022. Mr. Yu is also the chairman of the audit committee, nomination committee and remuneration committee of the Company. Mr. Yu has over 28 years of experience in auditing and accounting. He holds a Master of Arts in international accounting from City University of Hong Kong. Mr. Yu is a member and an authorized supervisor of the Hong Kong Institute of Certified Public Accountants. He is a fellow member of The Association of Chartered Certified Accountants, a chartered tax adviser of The Taxation Institute of Hong Kong and a practising certified public accountant in Hong Kong. He is also a member of the Process Review Panel for the Financial Reporting Council. Mr. Yu has been an independent non-executive director of Narnia (Hong Kong) Group Company Limited (stock code: 8607) and Blue River Holdings Limited (stock code: 498) since January 2019 and August 2022 respectively. Save as disclosed above, Mr. Yu did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and does not hold any other major appointment and professional qualification.

Mr. Yu does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the SFO nor does he have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. Mr. Yu has entered into a letter of appointment with the Company. Subject to the Bye-laws, his maximum term of engagement is up to the conclusion of the third annual general meeting of the Company from the date of his appointment. He is subject to retirement by rotation and is eligible for re-election by the Shareholders in accordance with the Bye-laws. Mr. Yu is entitled to an annual remuneration of HK\$250,000 payable in two equal instalments which is determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his duties and responsibilities, the Company’s performance and the prevailing market situation.

Save as disclosed above, there are no matters concerning Mr. Yu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Oshidori International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 622)

NOTICE IS HEREBY GIVEN that the annual general meeting of Oshidori International Holdings Limited (the “**Company**”) will be held at The Mandarin House, Shops 202 & 203, Hyatt Centric Victoria Harbour Hong Kong, 1 North Point Estate Lane, North Point, Hong Kong on Monday, 12 June 2023 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2022.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Hon. Chan Hak Kan as an independent non-executive director of the Company.
 - (ii) Mr. Hung Cho Sing as an independent non-executive director of the Company.
 - (iii) Mr. Lam John Cheung-wah as an independent non-executive director of the Company.
 - (iv) Mr. Yu Chung Leung as an independent non-executive director of the Company.
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 December 2023.
3. To re-appoint auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company, with or without modification:

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK\$0.05 each in the share capital of the Company (the “**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 recognised by the Securities and Futures 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/or the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which the Directors are authorised to exercise the powers of the Company to repurchase pursuant to the approval in paragraph (a) of this resolution above shall not exceed 10% of the total number of issued Shares at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly;
- (c) for the purposes 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 expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional Shares and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities of the Company or (iii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement of shares or rights to acquire Shares or (iv) an issue of Shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum of association and the bye-laws of the Company, shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (d) for the purposes 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 expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares, or any class of shares of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- (C) “**THAT** conditional upon the passing of resolutions Nos. 4(A) and 4(B) set out in the notice convening this meeting, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution No. 4(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the total number of issued Shares repurchased by the Company subsequent to the passing of the resolution No. 4(A), provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution).”

By Order of the Board
Oshidori International Holdings Limited
Wong Wan Men
Executive Director

Hong Kong, 28 April 2023

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the board of directors of the Company comprises the following directors:

Executive Directors:

Ms. WONG Wan Men

Mr. WONG Yat Fai

Non-Executive Director:

Mr. SAM Hing Cheong

Independent Non-Executive Directors:

Hon. CHAN Hak Kan, *S.B.S., J.P.*

Mr. HUNG Cho Sing, *B.B.S.*

Mr. LAM John Cheung-wah

Dr. LO Wing Yan, William, *J.P.*

Mr. YU Chung Leung

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal place of business in Hong Kong:

25th Floor, China United Centre

28 Marble Road, North Point

Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
2. Where there are joint holders of any share any one of such joint holder may, subject to bye-law 71 of the Company's bye-laws, vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Wednesday, 7 June 2023 to Monday, 12 June 2023, both dates inclusive, during which period no transfer of shares of the Company will be registered, for the purpose of ascertaining entitlement to attend the AGM. In order to be eligible to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 6 June 2023.