

**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 to be taken, you should consult a stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Topsports International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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## **TOPSPORTS INTERNATIONAL HOLDINGS LIMITED**

**滔搏國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6110)**

**(1) PROPOSED GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
(3) PROPOSED FINAL DIVIDEND AND SPECIAL DIVIDEND,  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Topsports International Holdings Limited to be held at Nina Ballroom A, 7/F, Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Friday, 21 July 2023 at 10:30 a.m. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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 form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

20 June 2023

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Nina Ballroom A, 7/F, Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Friday, 21 July 2023 at 10:30 a.m., notice of which is set out on pages 14 to 18 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended and restated, supplemented or modified from time to time
“Board”	the board of Directors of the Company
“Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, Cap. 22, as amended or supplemented or otherwise modified from time to time
“Company”	Topsports International Holdings Limited 滔搏國際控股有限公司, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13 June 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	10 October 2019, the date on which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

## DEFINITIONS

“Proposed General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution numbered 6 in the notice convening the Annual General Meeting
“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution numbered 7 in the notice convening the Annual General Meeting
“Proposed Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Proposed Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Proposed General Mandate as set out in the resolution numbered 8 in the notice convening the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the People’s Republic of China (excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.000001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

**TOPSPORTS INTERNATIONAL HOLDINGS LIMITED**

**滔搏國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6110)**

*Chairman:*

Mr. SHENG Baijiao *(Non-executive Director)*

*Executive Directors:*

Mr. YU Wu *(Chief Executive Officer)*

Mr. LEUNG Kam Kwan

*Non-executive Directors:*

Mr. SHENG Fang

Ms. YUNG Josephine Yuen Ching

Ms. HU Xiaoling

*Registered address:*

P.O. Box 309 Uglan House

Grand Cayman KY1-1104

Cayman Islands

*Principal place of business in Hong Kong:*

M1, 6/F, The Edge

30-34 Kwai Wing Road

Kwai Chung

New Territories

Hong Kong

*Independent non-executive Directors:*

Mr. LAM Yiu Kin

Mr. HUA Bin

Mr. HUANG Victor

20 June 2023

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
(3) PROPOSED FINAL DIVIDEND AND SPECIAL DIVIDEND,  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with notice of the Annual General Meeting and the proposals to be put forward at the Annual General Meeting including (i) the grant to the Directors of the Proposed General Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate; (ii) the proposed re-election of retiring Directors; and (iii) the proposed final dividend and special dividend.

## LETTER FROM THE BOARD

### **GENERAL MANDATE TO ISSUE SHARES AND EXTENSION OF SHARE ISSUE MANDATE**

At the Annual General Meeting, an ordinary resolution will be proposed to approve the granting of the Proposed General Mandate to the Directors to exercise all powers of the Company to allot, issue and deal with new Shares in the share capital of the Company up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 6,201,222,024 Shares. Assuming no change to the issued share capital of the Company up to the date of the Annual General Meeting, the maximum number of Shares that can be allotted and issued by the Company under the Proposed General Mandate is 1,240,244,404 Shares.

In addition, subject to approval of the ordinary resolutions in relation to the Proposed General Mandate and the Proposed Repurchase Mandate, any Shares repurchased by the Company under the Proposed Repurchase Mandate will be added to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted under the Proposed General Mandate.

### **GENERAL MANDATE TO REPURCHASE SHARES**

In addition, an ordinary resolution will be proposed to approve the granting of the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 6,201,222,024 Shares. Assuming no change to the issued share capital of the Company up to the date of the Annual General Meeting, the maximum number of Shares that can be repurchased by the Company under the Proposed Repurchase Mandate is 620,122,202 Shares.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### **RE-ELECTION OF RETIRING DIRECTORS**

The Board currently consists of nine Directors, namely Mr. YU Wu and Mr. LEUNG Kam Kwan as executive Directors, Mr. SHENG Baijiao, Mr. SHENG Fang, Ms. YUNG Josephine Yuen Ching and Ms. HU Xiaoling as non-executive Directors, and Mr. LAM Yiu Kin, Mr. HUA Bin and Mr. HUANG Victor as independent non-executive Directors.

## LETTER FROM THE BOARD

Pursuant to Article 16.19 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. SHENG Baijiao, Mr. LEUNG Kam Kwan and Mr. LAM Yiu Kin will retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

The nomination committee of the Board has reviewed its structure and composition, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination criteria set out in the Company's board diversity policy and director nomination policy, and the Company's corporate strategy. The Company considers that the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

It is noted that Mr. LAM Yiu Kin holds directorships for seven listed companies, all of which are independent non-executive in nature. Notwithstanding this, the Board is of the view that Mr. LAM Yiu Kin is able to devote sufficient time to the Board in acting as an independent non-executive Director of our Company on the basis that (i) he has confirmed he is able to and will devote sufficient time in discharging his duties and responsibilities as an independent non-executive Director; (ii) he is not preoccupied with any full-time work and none of his current commitments as an independent non-executive director of other listed companies would require his full-time involvement and participation in the day-to-day operations thereof; (iii) given his extensive experience and knowledge, particularly on corporate governance acquired and developed from his background and past experience (including his directorships in other listed companies), he is fully aware of the responsibilities and expected time involvement required of independent non-executive directors; and (iv) he has demonstrated that he is able to devote sufficient time in discharging his duties owed to each of the listed companies in which he currently serves by attending their respective board meetings and board committee meetings during their latest financial year, where applicable, as disclosed in these listed companies' latest published annual reports.

Details of the retiring Directors who are subject to re-election at the Annual General Meeting and, being eligible, offer themselves for re-election are set out in Appendix II to this circular.

## LETTER FROM THE BOARD

### PROPOSED FINAL DIVIDEND AND SPECIAL DIVIDEND

As stated in the announcement issued by the Company dated 23 May 2023 relating to the annual results of the Group for the year ended 28 February 2023, the Board recommended the payment of a final dividend of RMB5.00 cents per Share (the “**Final Dividend**”) and a special dividend of RMB15.00 cents per Share (the “**Special Dividend**”, together with the Final Dividend, the “**Dividends**”) to the Shareholders whose names appear on the register of members of the Company on Monday, 7 August 2023. Such Dividends will not be subject to any withholding tax.

The proposed Dividends shall be declared in RMB and paid in Hong Kong dollars based on the offshore exchange rate (Buying TT) of RMB against Hong Kong dollars (RMB1.00 = HK\$1.0990) as quoted by the Hong Kong Association of Banks on Tuesday, 23 May 2023, being the date on which the Dividends are recommended by the Board. Accordingly, the amount of the Final Dividend is HK\$5.50 cents and the Special Dividend is HK\$16.49 cents per Share, respectively.

The proposed Dividends are subject to approval by the Shareholders at the Annual General Meeting and a resolution in respect of the proposed Dividends will be proposed to the Shareholders for voting at the Annual General Meeting. If the resolution for the proposed Dividends are passed at the Annual General Meeting, the proposed Dividends are expected to be paid on or about Thursday, 24 August 2023 to Shareholders whose names shall appear on the register of members of the Company on Monday, 7 August 2023.

For ascertaining entitlement to the proposed Dividends to be approved at the Annual General Meeting, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents:	no later than 4:30 p.m. on Wednesday, 2 August 2023
Period of closure of register of members:	Thursday, 3 August 2023 to Monday, 7 August 2023
Dividends record date:	Monday, 7 August 2023

In order to qualify for the proposed Dividends, all transfer documents must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 August 2023. During the above closure period, no transfer of Shares will be registered.



## LETTER FROM THE BOARD

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the annual general meeting, 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. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.topsports.com.cn](http://www.topsports.com.cn)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting (i.e. not later than 4:30 p.m. on Monday, 17 July 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Proposed General Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate, the proposed re-election of the retiring Directors and the proposed Dividends are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

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

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,201,222,024 Shares of nominal value of HK\$0.000001 each.

Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 620,122,202 Shares, which are fully paid-up and represent 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the Annual General Meeting, during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

## **REASONS FOR THE REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. 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 its earnings per Share, and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **FUNDING OF REPURCHASES**

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Act.

There could be an adverse impact on the net working capital or gearing ratio of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 28 February 2023) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Proposed Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the net working capital or the gearing ratio of the Company.

**THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT**

If as a result of a repurchase of Shares, 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. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the controlling shareholder (as defined in the Listing Rules) of the Company, namely Hillhouse HHBH Holdings Limited (the "**Controlling Shareholder**"), controls the exercise of approximately 34.89% voting rights at a general meeting of the Company.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Proposed Repurchase Mandate, the percentage of voting rights at a general meeting of the Company held by the Controlling Shareholder would increase to approximately 38.77% of the issued share capital of the Company. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Proposed Repurchase Mandate. In any event, the Directors have no present intention to repurchase Shares to such extent which will trigger the mandatory offer requirement pursuant to the Takeovers Code.

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of that company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company in the six months prior to the Latest Practicable Date.

**SHARE PRICES**

The Shares are trading on the Stock Exchange and the highest and lowest traded prices for Shares recorded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest traded prices <i>HK\$</i></b>	<b>Lowest traded prices <i>HK\$</i></b>
<b>2022</b>		
March	8.34	5.38
April	6.71	5.30
May	6.37	5.39
June	7.14	5.70
July	7.47	6.41
August	6.81	5.97
September	6.60	5.47
October	6.00	3.88
November	5.00	3.91
December	6.42	5.10
<b>2023</b>		
January	8.19	5.96
February	7.79	6.41
March	7.46	6.39
April	7.95	6.82
May	7.88	5.73
June (up to the Latest Practicable Date)	7.01	5.99

**GENERAL**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries, if the Proposed Repurchase Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is exercised.

*The following sets out the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting.*

**(a) Retiring Directors standing for re-election**

**Mr. LEUNG Kam Kwan** (“**Mr. Leung**”), aged 59, is an executive Director and the company secretary of the Company. Mr. Leung joined the Group in June 2006, and was appointed as the company secretary of the Company in May 2019 and an executive Director on 27 October 2020. Mr. Leung holds directorships in certain subsidiaries of the Group.

Mr. Leung has more than 30 years of experience in accounting, financial management and internal control. Mr. Leung is primarily responsible for financial management, planning and supervising the financing activities of the Group, implementation of decisions and policies in regards to the Group’s overall business plans as approved by the Board and the chief executive officer of the Company, and managing the Group’s trading business in Hong Kong. Since June 2006, he has served as the company secretary of Belle International Holdings Limited (“**Belle International**”). Prior to joining the Belle International in September 2004, Mr. Leung held senior positions in the accounting and finance fields at various companies in Hong Kong since February 1992.

Mr. Leung obtained his bachelor’s degree in accounting from the City University of Hong Kong in November 1993. He is a fellow member of both The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Leung is also an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

The Company entered into a service contract with Mr. Leung on 27 October 2020 for a term of three years with effect from the Listing Date. He is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Leung’s emoluments for the year ended 28 February 2023 was approximately RMB2,623,000 as determined by the Board and the remuneration committee of the Board with reference to his job responsibilities, prevailing market rate for his position, together with discretionary bonus based on his performance.

As at Latest Practicable Date, Mr. Leung did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Leung has not held any directorships in other listed public companies in the last three years, nor does he have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company.

Further, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Leung which is required to be disclosed pursuant to any of the requirements of Rule 13.51 (2)(h) to (v) of the Listing Rules.

**Mr. SHENG Baijiao** (“**Mr. Sheng**”), aged 71, joined the Group in June 2006 and was appointed as a non-executive Director on 20 June 2019. He was further appointed as the chairman of the Board on 6 September 2019.

Mr. Sheng has more than 30 years of experience in the footwear industry. He is primarily responsible for providing advice on the business development of the Group and participating in significant business decisions of the Group. Mr. Sheng is a director and the chief executive officer of Belle International, and is responsible for high-level strategic planning and management of retail sales of its footwear segment. He is an uncle of Mr. Sheng Fang, another non-executive Director.

The Company entered into a letter of appointment with Mr. Sheng on 23 September 2019 for an initial term of three years with effect from the Listing Date. He is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Sheng is not entitled to any director’s emoluments under the letter of appointment. He did not receive any director’s emoluments during the year ended 28 February 2023.

As at the Latest Practicable Date, Mr. Sheng did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Sheng has not held any directorships in other listed public companies in the last three years, nor does he have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company.

Further, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Sheng which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. LAM Yiu Kin** (“**Mr. Lam**”), aged 68, was appointed as an independent non-executive Director on 20 June 2019 with effect from 26 September 2019. Mr. Lam is responsible for supervising and providing independent judgment to the Board. He is the chairman of the audit committee and a member of the nomination committee and remuneration committee of the Board.

Mr. Lam was a partner of PricewaterhouseCoopers from July 1993 to June 2013. Mr. Lam graduated from the Hong Kong Polytechnic (currently The Hong Kong Polytechnic University) with a higher diploma in accountancy in October 1975 and was conferred with the title of Honorary Fellow of The Hong Kong Polytechnic University in November 2002. He has been an associate of The Institute of Chartered Secretaries and Administrators since December 1979 and a fellow or fellow member of each of the Association of Chartered Certified Accountants since June 1983, the Hong Kong Institute of Certified Public Accountants since June 1989, the Institute of Chartered Accountants in Australia and New Zealand since June 1999, and the Institute of Chartered Accountants in England and Wales since January 2015.

Mr. Lam has been an independent non-executive director of each of Spring Real Estate Investment Trust (a company listed on the Main Board of the Stock Exchange, stock code: 1426) since January 2015, Global Digital Creations Holdings Limited (a company listed on the Growth Enterprise Market of the Stock Exchange, stock code: 8271) since July 2015, Shougang Century Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 103) and COSCO SHIPPING Ports Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1199) since August 2015, Nine Dragons Paper (Holdings) Limited (a company listed on the Main Board of the Stock Exchange, stock code: 2689) since March 2016, and CITIC Telecom International Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1883) since June 2017. He previously served as an independent non-executive director of Vital Innovations Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 6133) from September 2014 to October 2020 and Bestway Global Holding Inc. (stock code: 3358, voluntarily withdrawn its listing in Hong Kong on 12 October 2021) from October 2017 to December 2021. He was also an independent non-executive director of WWPKG Holdings Company Limited (a company listed on the Growth Enterprise Market of the Stock Exchange, stock code: 8069) from December 2016 to August 2022 and Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (a company dual listed on the Main Board of the Stock Exchange, stock code: 1349, and the Star Market of the Shanghai Stock Exchange, stock code: 688505) from October 2013 to May 2023.

The Company entered into a letter of appointment with Mr. Lam on 23 September 2019 for an initial term of three years with effect from the Listing Date. He is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual remuneration of Mr. Lam under such letter of appointment is RMB300,000. His director's fee received for the year ended 28 February 2023 was RMB300,000 as determined by the Board and the remuneration committee of the Board with reference to the salaries paid by comparable companies, time commitment and responsibilities, and employment conditions in the Company.

As at the Latest Practicable Date, Mr. Lam did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lam has not held any directorships in other listed public companies in the last three years, nor does he have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company.

Further, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Lam which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING

# TOPSPORTS INTERNATIONAL HOLDINGS LIMITED

## 滔搏國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6110)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Topsports International Holdings Limited (the “**Company**”) will be held at Nina Ballroom A, 7/F., Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Friday, 21 July 2023 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions.

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditor of the Company for the year ended 28 February 2023.
2. To declare a final dividend of RMB5.00 cents (equivalent to HK\$5.50 cents) per ordinary share of the Company for the year ended 28 February 2023.
3. To declare a special dividend of RMB15.00 cents (equivalent to HK\$16.49 cents) per ordinary share of the Company for the year ended 28 February 2023.
4. To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the board of directors of the Company to fix the auditor’s remuneration.
5. (a) To re-elect the following retiring directors of the Company:
  - (i) To re-elect Mr. LEUNG Kam Kwan as an executive director of the Company.
  - (ii) To re-elect Mr. SHENG Baijiao as a non-executive director of the Company.
  - (iii) To re-elect Mr. LAM Yiu Kin as an independent non-executive director of the Company.
- (b) To authorise the board of directors of the Company to fix the directors’ remuneration.



## NOTICE OF ANNUAL GENERAL MEETING

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

6. **“THAT:**
- (a) subject to paragraph (c) below and subject to and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, where applicable, the exercise by the directors of the Company (the **“Director(s)”**) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as defined in paragraph (d) below);
  - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities which may be issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option granted under any share option scheme or similar arrangement adopted by the Company; or (iv) an issue of shares in lieu of the whole or part of a dividend on shares pursuant to any scrip dividend or other similar arrangement implemented in accordance with the articles of association of the Company; or (v) pursuant to a specific authority granted by the shareholders of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution; and

## NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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

7. “**THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (c) below) all the powers of the Company to repurchase or otherwise acquire shares in the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate nominal amount of shares so repurchased or otherwise acquired shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined in paragraph (c) below) to repurchase its shares at a price determined by the Directors; and

## NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
8. “**THAT**, conditional upon the passing of resolutions numbered 6 and numbered 7 set out in the notice convening this meeting, the aggregate nominal amount of the shares in the Company which are repurchased or otherwise acquired by the Company pursuant to resolution numbered 7 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to resolution numbered 6.”

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

Hong Kong, 20 June 2023

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

*Principal place of business in Hong Kong:*

M1, 6/F, The Edge

30-34 Kwai Wing Road

Kwai Chung

New Territories

Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting or any adjourned meeting should he so wish.

## NOTICE OF ANNUAL GENERAL MEETING

3. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
4. Shareholders whose names appear on the register of members of the Company on Friday, 21 July 2023 are entitled to attend and vote at the meeting. The register of members of the Company will be closed from Tuesday, 18 July 2023 to Friday, 21 July 2023, both days inclusive, and during such period no share transfer will be registered. In order to qualify to attend and vote at the meeting convened by the above notice, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 17 July 2023.
5. The final dividend and special dividend will be payable to the shareholders whose names appear on the register of members of the Company on Monday, 7 August 2023. For the purpose of ascertaining shareholder's eligibility for the final dividend and special dividend, the register of members of the Company will be closed from Thursday, 3 August 2023 to Monday, 7 August 2023, both days inclusive. To qualify for the final dividend and special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 2 August 2023.
6. Concerning resolution no. 5 above, the board of Directors proposes that the retiring Directors who will offer themselves for re-election, namely Mr. LEUNG Kam Kwan, Mr. SHENG Baijiao and Mr. LAM Yiu Kin, be re-elected as Directors.
7. Concerning resolution no. 6 above, approval is being sought from members for a general mandate to authorise the allotment of shares, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20% of the issued share capital of the Company. The Directors wish to state that they have no immediate plans to issue shares in the Company.
8. Concerning resolution no. 7 above, approval is being sought from members for a general mandate to repurchase shares in the Company, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any shares in the Company up to 10% of the issued share capital of the Company.
9. Concerning resolution no. 8 above, approval is being sought from members to extend the general mandate to allot shares by adding the repurchased securities to the 20% general mandate.
10. The translation into Chinese language of the notice is for reference only. In case of any discrepancies, the English version shall prevail.
11. If a tropical cyclone warning signal number 8 or above is hoisted or a "black" rainstorm warning signal is in force at any time between 6:30 a.m. and 9:30 a.m. on the day of the above meeting, the above meeting will be adjourned. The Company will post an announcement on the Company's website ([www.topsports.com.cn](http://www.topsports.com.cn)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and place of the adjourned meeting.

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