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If you have sold all your shares in S.A.S. Dragon Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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S.A.S. Dragon Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1184)

**GENERAL MANDATES TO ISSUE AND BUY-BACKS SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 28/F., Noble Centre, No. 1006, 3rd Fuzhong Road, Futian District, Shenzhen, P.R.C. on Wednesday, 22 May 2024 at 11:30 a.m. is set out on pages 13 to 16 of this circular. Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Share Registrars in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting should you so wish.

18 April 2024

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the meanings as set out below:

“AGM”	the annual general meeting of the Company to be convened and held at 28/F., Noble Centre, No. 1006, 3rd Fuzhong Road, Futian District, Shenzhen, P.R.C. at 11:30 a.m. on Wednesday, 22 May 2024 or any adjournment thereof
“Board”	board of Directors
“Buy-backs Mandate”	the proposed general mandate to be granted to the Directors to permit the buy-backs of Shares of up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Company”	S.A.S. Dragon Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	directors of the Company
“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 permit the allotment and issue of new Shares up to a maximum of 20% (or such other percentage as may from time to time be specified in the Listing Rules) of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	11 April 2024, 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
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“HK\$”	Hong Kong Dollars, the lawful currency in Hong Kong

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



S.A.S. Dragon Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1184)

Executive Directors:

Dr. Yim Yuk Lun, Stanley *BBS JP*
Chairman and Managing Director
Mr. Wong Sui Chuen
Mr. Yim Tsz Kit, Jacky
Mr. Wong Wai Tai
Mr. Tsui Chi Wing, Eric

Non-executive Director:

Ms. Yim Kei Man, Carmen

Independent Non-Executive Directors:

Mr. Wong Tak Yuen, Adrian
Mr. Liu Chun Ning, Wilfred
Mr. Cheung Chi Kwan
Mr. Wong Wai Kin

Registered Office:

Clarendon House
Church Street
Hamilton HM11
Bermuda

Principal Office:

19/F, S.A.S. Tower
55 Lei Muk Road
Kwai Chung
N. T.
Hong Kong

18 April 2024

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO BUY-BACKS AND ISSUE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

It is proposed that at the AGM of the Company to be held on Wednesday, 22 May 2024, the ordinary resolutions as set out in the notice of AGM, will be proposed to grant the Directors general mandates to buy-backs and issue Shares and the re-election of retiring directors.

LETTER FROM THE BOARD

BUY-BACKS MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy-backs their own Shares, subject to certain restrictions, on the Stock Exchange. At the AGM to be held on Wednesday, 22 May 2024 an ordinary resolution will be proposed to grant the Directors a general mandate to, inter alia, buy-backs a maximum of 62,583,744 Shares on the Stock Exchange or on another stock exchange on which the shares may be listed and recognised for this purpose by the securities and Futures commission and the Stock Exchange under the code on share buy-backs, representing 10% of the total number of issued Shares as at the date of the AGM assuming no further Shares will be issued nor bought back after the Latest Practicable Date up to the date of the AGM. The Buy-backs Mandate will end on (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or (iii) the revocation or variation by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

The Company is required by the particular rules in the Listing Rules regulating such share buy-backs to send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the Buy-backs Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in the Appendix I to this circular.

ISSUE MANDATE

Approval is being sought from the Shareholders of the Company (i) to grant a general mandate in order to ensure flexibility and discretion to the Directors in the event it becomes desirable for the Company to issue new Shares up to a maximum of 20% of the total number of issued Shares as at the date of the AGM and (ii) to extend the Issue Mandate by the number of Shares bought back by the Company under the Buy-backs Mandate.

Based on 625,837,440 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued nor bought back after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with for up to a total of 125,167,488 Shares if the Issue Mandate is granted at the AGM. The Issue Mandate will end on (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or (iii) the revocation or variation by ordinary resolution of Shareholders in general meeting, whichever is the earliest. The obtaining of such a mandate is in accordance with the Listing Rules.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Clause 87 of the Company's Bye-law, Mr. Wong Wai Tai, Mr. Tsui Chi Wing, Eric, Mr. Wong Tak Yuen, Adrian and Mr. Liu Chun Ning, Wilfred respectively shall retire by rotation and being eligible, offer themselves for re-election at the AGM. Their details are set out in Appendix II to this circular.

Mr. Wong Tak Yuen, Adrian and Mr. Liu Chun Ning, Wilfred have served as independent non-executive Directors for more than 9 years. In compliance with code provision B.2.3 in the corporate governance code of the Listing Rules, the re-election of Mr. Wong Tak Yuen, Adrian and Mr. Liu Chun Ning, Wilfred will be subject to separate resolution to be approved by Shareholders at the AGM. Although they have served the Company as independent non-executive Director for more than 9 years, the Board is of the view that their independence is not affect by their service with the Company. Hence, the Board considered Mr. Wong Tak Yuen, Adrian and Mr. Liu Chun Ning, Wilfred as independent and should be re-elected at the AGM because of their experience and contribution to the Board.

The re-appointment of Directors has been reviewed by the nomination committee of the Company which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the AGM. The nomination committee of the Company has also assessed the independence of all the independent non-executive Directors. All the independent non-executive Directors satisfy the criteria set out in rule 3.13 of the Listing Rules and has given an annual confirmation of his independence to the Company.

In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors for the Year and found their performance satisfactory. Mr. Wong Wai Tai participating in accounting, auditing, taxation and financial management, Mr. Tsui Chi Wing, Eric participating in the field of electronics, Mr. Wong Tak Yuen, Adrian participating in the field of financial industry and while Mr. Liu Chun Ning, Wilfred participating in the field of financial industry. With their broad and solid management skill and experience, the Board is of the view that the four directors are able to provide various professional advices in different field thus making contribution to diversity of the Board.

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

Subject to the provisions in the Company's Bye-law, the Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive director in accordance with the following selection criteria and nomination procedures:

LETTER FROM THE BOARD

SELECTION CRITERIA

1.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.

- Reputation for integrity
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy
- Commitment in respect of available time and relevant interest
- The number of existing directorships and other commitments that may demand the attention of the candidate
- Requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules
- Diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service
- Such other perspectives appropriate to the Company's business

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

1.2 Proposed candidates will be asked to submit the necessary personal information, together with their written consent to be appointed as a director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a director.

1.3 The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

LETTER FROM THE BOARD

NOMINATION PROCEDURES

- 2.1 The Nomination Committee determines the required skilled set, relevant expertise and experience, diversity in all its aspects, having consideration of the current Board composition and size and shareholder structure of the Company.
- 2.2 The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
- 2.3 The Company Secretary provides the Board with the biographical details and details of the relationship between the candidate and the company and/or Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by law for any candidate for appointment to the Board.
- 2.4 The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate.
- 2.5 The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- 2.6 The Board may arrange for the selected candidate to be interviewed by members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be.
- 2.7 All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director to be filed with the relevant regulatory authorities, if required.

In the case of the appointment of independent non-executive Directors, appointments should be for specific terms and subject to re-election, the Listing Rules and the Companies Act of Bermuda.

LETTER FROM THE BOARD

AGM

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the proposed resolutions at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instruction printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

A notice of the AGM is set out pages 13 to 16 of this circular. At the AGM, in addition to the ordinary business of the meeting, resolutions will be proposed to approve the general mandates to buy-backs and issue Shares by the Company and the re-election of retiring directors respectively.

VOTING BY POLL

According to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

RECOMMENDATION

The Directors consider that the Buy-backs Mandate, the Issue Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders and accordingly recommend that all Shareholders should vote in favour of the ordinary resolutions to be proposed at the AGM, as they intend to do so themselves in respect of their own holdings.

Yours faithfully,
On behalf of the Board
S. A. S. Dragon Holdings Limited
Dr. Yim Yuk Lun, Stanley *BBS JP*
Chairman and Managing Director

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information in relation to the Buy-backs Mandate for your consideration.

1. SHARE CAPITAL

As at 11 April 2024, being the Latest Practicable Date, the issued Share capital of the Company comprised 625,837,440 Shares. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or bought back prior to the AGM on Wednesday, 22 May 2024, the Company will be allowed under the Buy-backs Mandate to buy-backs a maximum of 62,583,744 Shares on the Stock Exchange or on another stock exchange on which the Shares may be listed and recognised for this purpose by the securities and Futures commission and the Stock Exchange under the code on share buy-backs, representing 10% of the total number of issued Shares as at the date of the AGM until (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or (iii) the revocation or variation by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

2. REASONS FOR BUY-BACKS

The Directors believe that the Buy-backs Mandate is in the best interests of the Company and its Shareholders. Such buy-backs may, depending on whether the Shares are trading at prices below the Company's net asset value per Share and funding arrangements at the time, lead to an enhancement of the net value per Share and its assets and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders.

3. FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the laws of Bermuda.

There may 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 for the year ended 31 December 2023) in the event that the mandate to buy-backs Shares is exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the mandate 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. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, if the Buy-backs Mandate is approved by the Shareholders at the AGM on Wednesday, 22 May 2024, to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the Buy-backs Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

The Company has not bought back any Shares on the Stock Exchange during the past six months.

If as a result of the exercise of the power to buy-backs Shares pursuant to the Buy-backs Mandate, 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 the Takeover Code. As a result, a Shareholder, or 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 Rule 26 of the Takeover Code.

As at the Latest Practicable Date, Unimicro Limited, a company wholly and beneficially owned by Dr. Yim Yuk Lun, Stanley *BBS JP* ("Dr. Yim"), the Chairman and Managing Director of the Company was beneficially interested in 227,542,800 Shares. Dr. Yim also has personal interest of 114,800,000 Shares. Unimicro Limited and Dr. Yim hold shares representing approximately 54.70% of the total issued Share capital of the Company. In the event that the Directors exercise in full the power to buy-backs shares, the joint shareholdings of Unimicro Limited and Dr. Yim would increase from approximately 54.70% to approximately 60.78%, and such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

In addition, Foxconn Holding Limited* ("Foxconn") is the substantial Shareholder of the Company holding 124,000,000 Shares (represents 19.81% of the total issued Share capital of the Company). In the event that the Directors exercise in full the power repurchase the shares, the shareholding of Foxconn would be increased from approximately 19.81% to approximately 22.01%, and such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

No core connected persons or their close associates (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so in the event that the Company is authorized to make buy-backs Shares.

* Hon Hai Precision Industry Co. Ltd. ("Hon Hai") owns 100% interests in Foxconn. All interests from Foxconn are deemed to be beneficially interested by Hon Hai.

5. SHARE PRICES

The highest and lowest prices at which the Company's Shares were traded on the Stock Exchange during in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2023	3.65	3.50
May 2023	3.60	2.95
June 2023	3.28	3.02
July 2023	3.28	3.01
August 2023	3.40	2.99
September 2023	3.60	3.05
October 2023	3.63	3.17
November 2023	3.49	3.13
December 2023	3.75	3.40
January 2024	3.60	3.45
February 2024	3.60	3.15
March 2024	3.60	3.22
April 2024 (up to the Latest Practicable Date)	3.97	3.45

As required by the Listing Rules, the following are the particulars of the four Directors proposed to be re-elected at the AGM.

Mr. Wong Wai Tai, aged 52, is appointed as Executive Director of the Company in 2016. He joined the Group in 2005 as the Company Secretary and Chief Financial Officer of the Group. He holds a Bachelor's degree of Business Administration from Hong Kong Baptist University and a Master of Laws from Renmin University of China. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants. He has over twenty years experience in accounting, auditing, taxation and financial management. Mr. Wong is appointed as non-executive director of Hi-Level Technology Holdings Limited (stock code: 8113), a company listed on the GEM Board of the Stock Exchange, in 2016.

So far as the directors are aware as at the Latest Practicable Date, Mr. Wong did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, he does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Mr. Wong has no service contract with the Company and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Bye-Laws. His directors' remuneration was approximately HK\$2,602,000 for the financial year ended 31 December 2023. The level of this remuneration was determined on the basis of his responsibilities, the prevailing market conditions and the performance of the Company's results.

This is no information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51 (2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Mr. Tsui Chi Wing, aged 60, is appointed as Executive Director of the Company in 2021. He joined the group in 2012 as President of Time Speed Technology Corporation incorporated in Taiwan, a wholly-owned subsidiary of the Company. He has more than thirty years in the operation and management in the electronic industry. He is currently a member of the High Tech Charity Association of Taiwan. He is the brother-in-law of Dr. Yim and is the uncle of Mr. Jacky Yim and Ms. Carmen Yim.

So far as the directors are aware as at the Latest Practicable Date, Mr. Tsui has personal interest of 714,800 ordinary shares of the Company representing approximately 0.11% of the total issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, he does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Mr. Tsui has no service contract with the Company and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Bye-Laws. His directors' remuneration was approximately HK\$1,092,000 for the financial year ended 31 December 2023. The level of this remuneration was determined on the basis of his responsibilities, the prevailing market conditions and the performance of the Company's results.

This is no information relating to Mr. Tsui that is required to be disclosed pursuant to Rules 13.51 (2) of the listing rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Mr. Wong Tak Yuen, Adrian, aged 69, is appointed as Independent Non-Executive Director of the Company in 1999. Mr. Wong holds a Bachelor's degree in Economics and Mathematics from the University of Western Ontario, London, Canada. Mr. Wong has over twenty years experience in the financial industry.

So far as the directors are aware as at the Latest Practicable Date, Mr. Wong did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Mr. Wong has no service contract with the Company and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Bye-Laws. His directors' remuneration was approximately HK\$150,000 for the financial year ended 31 December 2023. The level of this remuneration was determined on the basis of his responsibilities, the prevailing market conditions and the performance of the Company's results.

This is no information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51 (2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Mr. Liu Chun Ning, Wilfred, aged 62, is appointed as Independent Non-Executive Director of the Company in 2001. He is currently an independent non-executive director of Victory Securities (Holdings) Company Limited (stock code: 8540), a company listed on the GEM Board of the Stock Exchange. He holds a Bachelor's degree in economics from the University of Newcastle-upon-Tyne (UK).

So far as the directors are aware as at the Latest Practicable Date, Mr. Liu did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Mr. Liu has no service contract with the Company and receives no director's remuneration in 2023. He is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Bye-Laws.

This is no information relating to Mr. Liu that is required to be disclosed pursuant to Rules 13.51 (2) of the listing rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

NOTICE OF THE AGM



S.A.S. Dragon Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1184)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 28/F., Noble Centre, No. 1006, 3rd Fuzhong Road, Futian District, Shenzhen, P.R.C. on Wednesday, 22 May 2024 at 11:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and independent auditors for the year ended 31 December 2023.
2. To declare a final dividend of HK25 cents per share for the year ended 31 December 2023.
3. To re-elect, each as a separate resolution, the following persons as directors:
 - (a) Mr. Wong Wai Tai as an executive director;
 - (b) Mr. Tsui Chi Wing, Eric as an executive director;
 - (c) Mr. Wong Tak Yuen, Adrian as an independent non-executive director; and
 - (d) Mr. Liu Chun Ning, Wilfred as an independent non-executive directorand to authorize the Board of Directors to fix the Directors' remuneration.
4. To re-appoint auditors and to authorize the Board of Directors to fix their remuneration.

NOTICE OF THE AGM

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

ORDINARY RESOLUTIONS

5. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-backs its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on another stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange under the code on share buy-backs for this purpose with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange under the code on share buy-backs (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorized.
- (b) the maximum number of the shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this Resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the first annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
 - (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.”

6. **“THAT**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the shares of the Company (including making and granting offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter).

NOTICE OF THE AGM

- (b) the maximum number of the shares of the Company allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly.
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or stock exchange in, or in any territory applicable to the Company);
 - (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company and approved by the Stock Exchange;
 - (iii) any issue of shares in the Company upon the exercise of subscription rights attaching to any warrants of the Company; or
 - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the bye-laws of the Company; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the first annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
 - (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”; and

NOTICE OF THE AGM

7. “**THAT** conditionally upon Resolutions Numbers 5 and 6 being, passed, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot shares of the Company be and is hereby extended by the addition shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total number of issued shares of the Company bought back by the Company under the authority granted pursuant to Resolution Number 5, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”

On behalf of the Board
S. A. S. Dragon Holdings Limited
Dr. Yim Yuk Lun, Stanley *BBS JP*
Chairman and Managing Director

Hong Kong, 18 April 2024

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited with the Company’s Share Registrars in Hong Kong in Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (2) The register of members of the Company will be closed from 16 May 2024 to 22 May 2024, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the attending and voting at the AGM, all transfers accompanied by the relevant share certificates, must be lodged with the Company’s Share Registrars in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 14 May 2024. The record date for the attending and voting at the AGM is 22 May 2024.
- (3) The register of members of the Company will be closed from 28 May 2024 to 30 May 2024, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlement of the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 27 May 2024. Dividend warrants will be dispatched on 6 June 2024.
- (4) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.sasdragon.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.