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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Chow Sang Sang Holdings International 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.

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

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**CHOW SANG SANG HOLDINGS INTERNATIONAL LIMITED**

**周生生集團國際有限公司<sup>†</sup>**

*(Incorporated in Bermuda with limited liability)*

**Stock code: 116**

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice of annual general meeting of Chow Sang Sang Holdings International Limited to be held at 2/F, Chow Sang Sang Building, 229 Nathan Road, Kowloon, Hong Kong on Thursday, 30 May 2024 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 meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Company's branch share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding 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 meeting or at any adjourned meeting thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

<sup>†</sup> For identification purpose only

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## DEFINITIONS

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

“2024 AGM”	the annual general meeting of the Company to be held on Thursday, 30 May 2024 at 10:30 a.m. (or any adjournment thereof)
“Board”	the board of Directors
“Bye-Laws”	the Company’s bye-laws currently in force
“Company”	Chow Sang Sang Holdings International Limited, a company incorporated in Bermuda with limited liability, the Shares of which are currently listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the 2024 AGM to exercise all powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of shares of the Company in issue as at the date of passing of the resolution approving such mandate
“Latest Practicable Date”	16 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information included herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Member(s)”	the holder(s) of the Share(s)

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## DEFINITIONS

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“Notice of AGM”	the notice of the 2024 AGM as set out on pages 14 to 18 of this circular
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the 2024 AGM to exercise all powers of the Company to repurchase Shares not exceeding 10% of the aggregate number of shares of the Company in issue as at the date of passing of the resolution approving such mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.25 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

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## LETTER FROM THE BOARD

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CHOW SANG SANG HOLDINGS INTERNATIONAL LIMITED

周生生集團國際有限公司<sup>†</sup>

(Incorporated in Bermuda with limited liability)

**Stock code: 116**

*Executive Directors:*

Mr. Vincent CHOW Wing Shing  
(Chairman and Group General Manager)  
Dr. Gerald CHOW King Sing  
Mr. Winston CHOW Wun Sing  
(Group Deputy General Manager)  
Ms. Genevieve CHOW Karwing

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

Principal Place of Business:  
4/F, Chow Sang Sang Building  
229 Nathan Road  
Kowloon  
Hong Kong

*Non-executive Directors:*

Mr. Stephen TING Leung Huel  
Mr. CHUNG Pui Lam

*Independent Non-executive Directors:*

Dr. CHAN Bing Fun  
Mr. LEE Ka Lun  
Dr. LO King Man  
Mr. Stephen LAU Man Lung  
Mr. HSU Rockson

23 April 2024

To the Members

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposals for the Repurchase Mandate and the Issue Mandate and the re-election of Directors and to seek your approval at the 2024 AGM in connection with, *inter alia*, such matters.

<sup>†</sup> For identification purpose only

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

At the annual general meeting of the Company held on 31 May 2023, ordinary resolutions were passed to grant general mandates to the Directors to repurchase Shares and issue new Shares. These general mandates will lapse at the conclusion of the 2024 AGM. Resolutions will therefore be proposed at the 2024 AGM to renew these general mandates. The relevant resolutions, in summary, are:

- (1) to grant to the Directors a Repurchase Mandate as set out in paragraph 6(A) of the Notice of AGM.
- (2) to grant to the Directors an Issue Mandate as set out in paragraph 6(B) of the Notice of AGM.
- (3) to extend the Issue Mandate which allows the Directors to issue new Shares to the extent repurchased by the Company as set out in paragraph 6(C) of the Notice of AGM.

An explanatory statement required by the Listing Rules to be sent to the Members in connection with the Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all requisite information reasonably necessary to enable the Members to make an informed decision on whether to vote for or against the relevant resolution at the 2024 AGM.

### RE-ELECTION OF DIRECTORS

Pursuant to bye-law 99(B) of the Bye-Laws, Mr. Vincent CHOW Wing Shing, Mr. CHUNG Pui Lam and Dr. CHAN Bing Fun (“Dr. CHAN”) (collectively, the “Retiring Directors”) shall retire by rotation as Directors at the 2024 AGM and, being eligible, offer themselves for re-election thereat.

Pursuant to bye-law 91 of the Bye-Laws, Mr. HSU Rockson (“Mr. HSU”) who has been appointed by the Board shall hold office until the conclusion of the 2024 AGM and, being eligible, offer himself for re-election thereat.

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## LETTER FROM THE BOARD

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The Nomination Committee of the Company (“Nomination Committee”) has reviewed the biographical details of the Retiring Directors and Mr. HSU and their meeting of nomination criteria (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy, enough time commitment to effectively discharge duties as Board member) as set out in the director nomination policy of the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) as set out in the board diversity policy of the Company, and took the view that all of them have been contributing to the Group effectively and committed to their role as Directors.

The Company has received written annual independence confirmation of each of Dr. CHAN and Mr. HSU. During their tenure as independent non-executive directors, none of Dr. CHAN and Mr. HSU has been involved in the daily management of the Company nor has been financially dependent on the Company which would interfere with their exercise of independent judgement. Also, based on their biographical information disclosed to the Company, neither Dr. CHAN nor Mr. HSU has any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. The Nomination Committee is satisfied that each of Dr. CHAN and Mr. HSU meets the independence guidelines as set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Despite Dr. CHAN has served on the Board for more than 9 years, the Board is satisfied that the length of tenure of Dr. CHAN has not affected his independence having regard to his actual contributions, his impartiality and his independent judgement on various issues that he has brought to the discussions during Board and Board Committee meetings, and, therefore, the Board considers Dr. CHAN remains independent.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the continuous appointment of the Retiring Directors and Mr. HSU contribute to the stability and diversity of the Board, and recommends the re-election of these Directors.

Biographical details of the above Directors proposed for re-election at the 2024 AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

### **2024 AGM**

At the 2024 AGM, ordinary resolutions in respect of, among other things, the general mandates to repurchase Shares and issue new Shares and the re-election of Directors will be proposed.

Members are advised to read the Notice of AGM and to complete and return the accompanying form of proxy for use at the 2024 AGM in accordance with the instructions stated thereon.

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## LETTER FROM THE BOARD

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### VOTING AT THE 2024 AGM

Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the resolutions set out in the Notice of AGM will be decided by poll pursuant to the Listing Rules. The chairman of the 2024 AGM will explain the detailed procedures for conducting a poll at the meeting.

On a poll, every Member present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid Share held. A Member present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his votes or cast all his votes in the same way.

After the conclusion of the 2024 AGM, an announcement on the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.chowsangsang.com](http://www.chowsangsang.com).

### RECOMMENDATION

The Directors consider that the proposals for the grant of the Repurchase Mandate and the Issue Mandate and the re-election of Directors are in the best interests of the Company and the Members as a whole and therefore recommend the Members to vote in favour of the relevant resolutions to be proposed at the 2024 AGM.

Yours faithfully,

By order of the Board

**Chow Sang Sang Holdings International Limited**

**Vincent CHOW Wing Shing**

*Chairman*



This explanatory statement contains all the requisite information required to be given to the Members pursuant to rule 10.06(1)(b) and other relevant provisions of the Listing Rules, for their consideration of the Repurchase Mandate.

### **SHARE CAPITAL**

Exercise in full of the Repurchase Mandate, on the basis of 677,434,000 Shares in issue of the Company as at the Latest Practicable Date and with the assumption that no Share will be repurchased or issued between the Latest Practicable Date and the 2024 AGM date, would result in up to 67,743,400 Shares being repurchased by the Company during the period from passing of the resolution until whichever is the earliest of (a) the conclusion of the next annual general meeting; (b) the expiration of the period within which the next annual general meeting is required by law to be held; or (c) the authority given to the Directors is revoked or varied by ordinary resolution of the Members in general meeting.

### **REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Members to have a general authority from the Members to enable the Directors to repurchase shares of the Company on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Members.

### **SOURCE OF FUNDS**

In repurchasing Shares, the Company shall only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-Laws and the laws of Bermuda. The legally available funds are funds from the distributable profit of the Company.

### **IMPACT OF REPURCHASES**

The exercise in full of the Repurchase Mandate may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements in the annual report of the Company for the year ended 31 December 2023. However, 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 or gearing position of the Company.

**TAKEOVERS CODE**

If as a result of a share repurchase a Member's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Member or a group of Members acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Vincent CHOW Wing Shing, Director, is the beneficiary of a discretionary trust, which is the single largest Member and interested in 136,271,595 Shares, representing 20.12% of the number of issued shares of the Company. If the Repurchase Mandate was exercised in full, the shareholding of the aforesaid discretionary trust in the Company would be increased to 22.35%. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. In addition, the Company will not purchase its Shares which will reduce the total number of issued shares of the Company in public hands to below 25%.

**SHARE REPURCHASES MADE BY THE COMPANY**

No Shares had been repurchased by the Company during the six months prior to the Latest Practicable Date, whether on the Stock Exchange or otherwise.

**GENERAL**

The Directors will exercise the Repurchase Mandate pursuant to the proposed resolution to be approved at the 2024 AGM in accordance with the Listing Rules and the applicable laws of Bermuda. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have a present intention, in the event that the Repurchase Mandate is approved by the Members, to sell Shares to the Company.

No core connected persons (as defined in the Listing Rules) of the Company 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 Repurchase Mandate is approved by the Members.

## SHARE PRICE

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during each of the twelve months preceding and up to the Latest Practicable Date, were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	11.48	10.06
May	10.96	8.71
June	9.37	8.58
July	9.20	8.35
August	10.30	8.92
September	10.00	9.14
October	9.58	8.83
November	9.48	8.81
December	9.15	8.65
<b>2024</b>		
January	9.12	8.41
February	10.02	8.60
March	10.42	8.30
April*	8.88	8.12

\* Up to the Latest Practicable Date

The following are the biographical details of the Directors proposed for re-election at the 2024 AGM.

**Mr. Vincent CHOW Wing Shing**, SBS, BBS, MBE, JP, aged 77, is an Executive Director of the Company, the Chairman of the Board, the Group General Manager and a director of a number of subsidiaries within the Group. Mr. CHOW is the cousin of Dr. Gerald CHOW King Sing and Mr. Winston CHOW Wun Sing and the father of Ms. Genevieve CHOW Karwing. He is a director of Everwin Company Limited, a substantial shareholder of the Company. Mr. CHOW has been with the Group for over 40 years, having been the Group General Manager and the Chairman since 1998 and 2013 respectively. He was the Chairman of the Home Affairs Bureau to its Advisory Committee on Arts Development, and is currently a member of the Culture Commission and a member of the Board of Governors of City University of Hong Kong Foundation. Mr. CHOW was made an Honorary Fellow of the Hong Kong Academy for Performing Arts; and he serves as a Director of the Board of The Hong Kong International Film Festival Society Limited, which is a not-for-profit organisation. He is a member of the Board of Governors and a member of the College Council of the UOW College Hong Kong.

Save as disclosed above, Mr. CHOW does not have any former name and alias. He did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. CHOW was interested in 136,271,595 Shares within the meaning of Part XV of the SFO. All the Shares were held by a discretionary trust of which Mr. CHOW was the beneficiary. The trustee of the trust held the 120,000,000 Shares and the 16,271,595 Shares through Everwin Company Limited, a substantial shareholder of the Company, and Golden Court Limited respectively.

There is no specific term on Mr. CHOW's length of service with the Company but he is subject to retirement by rotation and re-election at least once every three years at the Company's annual general meeting in accordance with the provisions of the Bye-Laws. He was entitled to a director's remuneration in the amount of HK\$5,146,257 in 2023, of which HK\$460,000 was director's fee and the remaining as emoluments as an executive. The emoluments, which include salaries and bonus, are determined in accordance with the terms under his employment contract. The director's fee and the terms under the employment contract are determined by the Board with the recommendation of the Remuneration Committee of the Company with reference to his duties and responsibilities to the Group and the prevailing market situations.

Save as disclosed above, there are no other matters concerning Mr. CHOW that need to be brought to the attention of the Members nor any information to be disclosed pursuant to the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. CHUNG Pui Lam**, GBS, OBE, JP, LL.B (Lond.) (Hons), aged 83, is a Non-executive Director of the Company, and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He was appointed as an Independent Non-executive Director of the Company on 26 June 1995 and re-designated as a Non-executive Director in September 2004. Mr. CHUNG is a solicitor in practice. Apart from being a China-appointed Attesting Officer and a Hong Kong Notary Public, he is also an independent non-executive director of two other listed companies in Hong Kong, namely S E A Holdings Limited and Datronix Holdings Limited.

Save as disclosed above, Mr. CHUNG does not have any former name and alias. He did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company nor does he hold any other positions in the Group.

As at the Latest Practicable Date, Mr. CHUNG did not have interest in Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between the Company and Mr. CHUNG, Mr. CHUNG is appointed for a term of approximately three years. He is subject to retirement by rotation and re-election at least once every three years at the Company's annual general meeting in accordance with the provisions of the Bye-Laws. Mr. CHUNG received a director's fee of HK\$390,000 in 2023. The director's fee and the terms under the letter of appointment are determined by the Board with the recommendation of the Remuneration Committee of the Company with reference to his duties and responsibilities to the Company and the prevailing market situations.

Save as disclosed above, there are no other matters concerning Mr. CHUNG that need to be brought to the attention of the Members nor any information to be disclosed pursuant to the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Dr. CHAN Bing Fun**, MB, BS, DMRT, aged 90, is an Independent Non-executive Director of the Company, and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He has been with the Group for over 50 years. Dr. CHAN is a medical doctor in private practice in Hong Kong.

Save as disclosed above, Dr. CHAN does not have any former name and alias. He did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company nor does he hold any other positions in the Group.

As at the Latest Practicable Date, Dr. CHAN was personally interested in 1,320,000 Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between the Company and Dr. CHAN, Dr. CHAN is appointed for a term of approximately three years. He is subject to retirement by rotation and re-election at least once every three years at the Company's annual general meeting in accordance with the provisions of the Bye-Laws. Dr. CHAN received a director's fee of HK\$390,000 in 2023. The director's fee and the terms under the letter of appointment are determined by the Board with the recommendation of the Remuneration Committee of the Company with reference to his duties and responsibilities to the Company and the prevailing market situations.

Save as disclosed above, there are no other matters concerning Dr. CHAN that need to be brought to the attention of the Members nor any information to be disclosed pursuant to the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. HSU Rockson**, aged 54, is an Independent Non-executive Director of the Company, and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He was appointed as an Independent Non-executive Director of the Company on 1 June 2023. Mr. HSU is the Chief Strategy Officer and Chief Risk Officer of Fubon Bank (Hong Kong) Limited. He was the Chief Executive Officer and Executive Director of ZA Bank Limited from May 2019 to February 2023 and the Chief Risk Officer of Chong Hing Bank Limited from September 2015 to May 2019. Mr. HSU had held senior executive positions in various banks. He has more than 30 years of banking experience in foreign and local banks, and possesses sound knowledge in credit risk management in Hong Kong and Mainland China and various business segments. Mr. HSU graduated from New York University, U.S.A. and obtained a Bachelor of Science degree in Finance and International Business.

Save as disclosed above, Mr. HSU does not have any former name and alias. He did not hold any directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company nor does he hold any other positions in the Group.

As at the Latest Practicable Date, Mr. HSU did not have interest in Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between the Company and Mr. HSU, there is no specific term on Mr. HSU's length of service with the Company but he is subject to retirement by rotation and re-election at least once every three years at the Company's annual general meeting in accordance with the provisions of the Bye-Laws. Mr. HSU received a director's fee of HK\$227,500 for the period commencing his appointment as an Independent Non-executive Director in 2023. The director's fee and the terms under the letter of appointment are determined by the Board with the recommendation of the Remuneration Committee of the Company with reference to his duties and responsibilities to the Company and the prevailing market situations.

Save as disclosed above, there are no other matters concerning Mr. HSU that need to be brought to the attention of the Members nor any information to be disclosed pursuant to the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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CHOW SANG SANG HOLDINGS INTERNATIONAL LIMITED

周生生集團國際有限公司<sup>†</sup>

*(Incorporated in Bermuda with limited liability)*

**Stock code: 116**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Meeting”) of Chow Sang Sang Holdings International Limited (the “Company”) will be held at 2/F, Chow Sang Sang Building, 229 Nathan Road, Kowloon, Hong Kong on Thursday, 30 May 2024 at 10:30 a.m. for the following purposes:

**As ordinary business:**

1. To receive and adopt the audited consolidated financial statements, report of the directors and independent auditor’s report for the year ended 31 December 2023.
2. To declare a final dividend of HK40 cents per ordinary share for the year ended 31 December 2023.
3. To re-elect the following directors of the Company, each as a separate resolution:
  - (i) Mr. Vincent CHOW Wing Shing
  - (ii) Mr. CHUNG Pui Lam
  - (iii) Dr. CHAN Bing Fun
  - (iv) Mr. HSU Rockson
4. To authorise the board of directors of the Company to fix the remuneration of the directors.
5. To re-appoint Ernst & Young as auditor and to authorise the board of directors of the Company to fix its remuneration.

<sup>†</sup> For identification purpose only



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## NOTICE OF ANNUAL GENERAL MEETING

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**As special business:**

### ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

6. (A) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company are listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with applicable laws and the requirements of the Rules Governing the Listing of Securities on 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 aggregate number of shares repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of shares of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the date upon which the authority given to the Directors as set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) “THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers to allot, issue and deal with additional shares in the capital of the Company under paragraph (a) of this resolution after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue;
  - (ii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to the eligible participants of shares or rights to acquire shares of the Company; or
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

shall not exceed 20% of the aggregate number of shares of the Company in issue at the date of passing of this resolution and this approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the date upon which the authority given to the Directors as set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognised regulatory body or any stock exchange).”

- (C) “**THAT** conditional upon the passing of resolutions numbers 6(A) and 6(B) as set out in the notice convening the meeting, the general mandate referred to in resolution number 6(B) as set out in the notice convening the meeting be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company since the granting of the said general mandate pursuant to resolution number 6(A) as set out in the notice convening the meeting, provided that such extended number shall not exceed 10% of the aggregate number of shares of the Company in issue at the date of passing of this resolution.”

By order of the Board  
**Chow Sang Sang Holdings International Limited**  
**Quentin WONG Kwun Shuen**  
*Company Secretary*

Hong Kong, 23 April 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member entitled to attend and vote at the Meeting or at any adjournment thereof is entitled to appoint multiple proxies to attend and vote instead of him in accordance with the bye-laws of the Company; a proxy need not be a member of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. The register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, both dates inclusive, during which period no transfer of shares will be registered, for the purpose of ascertaining members' entitlement to attend and vote at the Meeting. In order to be entitled to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 24 May 2024.
4. Upon the approval by members at the Meeting, the proposed final dividend shall be distributed to members whose names appear on the register of members of the Company on Friday, 7 June 2024. The register of members of the Company will be closed from Wednesday, 5 June 2024 to Friday, 7 June 2024, both dates inclusive, during which period no transfer of shares will be registered, for the purpose of ascertaining members' entitlement to the proposed final dividend. In order to establish entitlement to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar, Tricor Tengis Limited, at the address as set out in paragraph 3 above not later than 4:30 p.m. on Tuesday, 4 June 2024.
5. In order to be valid, a form of proxy, together with a 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, must be deposited at the Company's branch share registrar, Tricor Tengis Limited, at the address as set out in paragraph 3 above not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
6. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the Meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
7. If a black rainstorm warning or "extreme conditions" resulting from a typhoon or a rainstorm is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is in force after 8:30 a.m. on the date of the Meeting, the Meeting will be postponed or adjourned. The Company will as soon as practicable post an announcement on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.chowsangsang.com](http://www.chowsangsang.com) to notify members of the date, time and place of the rescheduled meeting.