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

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

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Oshidori International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 622)

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) ADOPTION OF NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company to be held at Conference Room, 1/F, Ramada Hong Kong Grand View Hotel, No. 88 Chun Yeung Street, North Point, Hong Kong on Thursday, 13 June 2024 at 10:45 a.m. is set out on pages 26 to 31 of this circular. Whether or not you intend to attend the meeting, please complete and sign the enclosed proxy form in accordance with the instructions stated thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish. In such event, the proxy form shall be deemed to be revoked.

29 April 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Conference Room, 1/F, Ramada Hong Kong Grand View Hotel, No. 88 Chun Yeung Street, North Point, Hong Kong on Thursday, 13 June 2024 at 10:45 a.m.
“Board”	the board of Directors
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Oshidori International Holdings Limited (Stock Code: 622), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	directors of the Company for the time being
“Existing Bye-laws”	the bye-laws of the Company currently in force
“General Mandates”	the general mandate to issue Shares, with an extension to issue Shares by the number of Shares purchased under the Repurchase Mandate, and the Repurchase Mandate to be sought at the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution approving the said mandate
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“New Bye-laws”	the second amended and restated bye-laws of the Company to be considered and approved for adoption by the Shareholders at the AGM
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the resolution approving the said mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

LETTER FROM THE BOARD



Oshidori International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 622)

Executive Directors:

Mr. SAM Hing Cheong
Ms. WONG Wan Men
Mr. WONG Yat Fai

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-Executive Directors:

Hon. CHAN Hak Kan, *S.B.S., J.P.*
Mr. HUNG Cho Sing, *B.B.S.*
Mr. LAM John Cheung-wah
Mr. YU Chung Leung

Principal Place of Business in Hong Kong:

25th Floor, China United Centre
28 Marble Road, North Point
Hong Kong

29 April 2024

To the Shareholders,

Dear Sir/Madam,

**PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) ADOPTION OF NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

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

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES

At the annual general meeting of the Company held on 12 June 2023, general mandates were granted to the Directors authorising them, inter alia, (a) to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at 12 June 2023; (b) to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the total number of issued Shares as at 12 June 2023; and (c) to extend the general mandate to issue Shares by the number of Shares purchased under the repurchase mandate mentioned in (a) above. Such general mandates will expire at the conclusion of the AGM.

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

Assuming no further issue or repurchase of Shares between the Latest Practicable Date and the date of the AGM, upon the passing of the ordinary resolutions to approve the grant of the General Mandates at the AGM, the Directors would be allowed to repurchase 618,425,913 Shares and to allot and issue up to 1,236,851,827 Shares.

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

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

3. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of seven Directors including:

- (a) three Executive Directors, namely Mr. Sam Hing Cheong, Ms. Wong Wan Men and Mr. Wong Yat Fai; and
- (b) four Independent Non-Executive Directors, namely Hon. Chan Hak Kan, Mr. Hung Cho Sing, Mr. Lam John Cheung-wah and Mr. Yu Chung Leung.

LETTER FROM THE BOARD

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

The nomination committee of the Company (the “**Nomination Committee**”) has held a meeting to recommend the re-election of retiring Directors at the AGM. The Nomination Committee, which is responsible for identifying individuals suitably qualified to be Board members, noted that Mr. Sam, Ms. Wong and Mr. Wong have extensive experiences in legal field, in corporate finance advisory and in banking industry respectively. As such, Mr. Sam, Ms. Wong and Mr. Wong contribute a wealth of experience, skills, expertise to the Board as well as enhance the diversity of the Board. Mr. Sam and Ms. Wong (being members of the Nomination Committee) have abstained from voting at the meeting of the Nomination Committee when their nomination were being considered.

The biographical details of Mr. Sam, Ms. Wong and Mr. Wong are set out in Appendix II to this circular.

4. PROPOSED ADOPTION OF THE NEW BYE-LAWS

The Board proposes to amend the Existing Bye-laws, in order to (i) bring the Existing Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by the listed issuers which took effect on 31 December 2023; and (ii) incorporate certain housekeeping amendments to clarify, update and/or modify certain provisions of the Existing Bye-laws in accordance with, or to better align with the applicable laws (the “**Proposed Amendments**”). In view of the Proposed Amendments, the Board proposes to adopt the New Bye-laws in substitution for, and to the exclusion of, the Existing Bye-laws. Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws have confirmed to the Company that the Proposed Amendments conform with the relevant parts of the Listing Rules and the legal advisers to the Company as to Bermuda laws have confirmed to the Company that the Proposed Amendments do not violate the laws of Bermuda. In addition, the Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The proposed adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the AGM.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the AGM is set out on pages 26 to 31 of this circular at which resolutions will be proposed, inter alia, to approve the granting of the Repurchase Mandate, the granting of the Issue Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the adoption of the New Bye-laws.

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

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

6. ACTIONS TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete and sign the proxy form in accordance with the instructions stated thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be). In such event, the proxy form shall be deemed to be revoked.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

8. RECOMMENDATION

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

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

Yours faithfully,
By Order of the Board
Oshidori International Holdings Limited
Sam Hing Cheong
Executive Director and Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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

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

Share capital

- As at the Latest Practicable Date, there were in issue a total of 6,184,259,139 Shares, all of which are fully paid;
- Assuming that no further Shares are issued or repurchased after the Latest Practicable Date and before the date of the AGM, there will be 6,184,259,139 Shares in issue as at the date of the AGM, and exercise in full of the Repurchase Mandate would result in a maximum of 618,425,913 Shares being repurchased by the Company during the relevant period referred to in ordinary resolution numbered 4(A) of the notice of the AGM;

Reasons for repurchases

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

Funding of repurchases

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

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

- By reference to the financial position of the Company as at 31 December 2023 (being the date of the Company's latest audited accounts), the Directors consider that the repurchases of securities will have no material adverse impact on the working capital and the gearing position of the Company in the event that the Repurchase Mandate were to be exercised in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

Directors, their close associates and core connected persons

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

Undertaking of the Directors

- The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Company's bye-laws and the applicable laws of Bermuda. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

Share repurchase made by the Company

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

GENERAL

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

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best knowledge and belief of the Company and as recorded in the register required to be kept by the Company under section 336 of the SFO, (i) Seekers Creation Limited (“**Seekers**”) held 1,215,296,600 Shares, representing approximately 19.65% of the issued share capital of the Company; (ii) Ms. Mak Siu Hang, Viola (“**Ms. Mak**”) through a company wholly owned by her, was interested in 575,003,000 Shares, representing approximately 9.30% of the issued share capital of the Company; (iii) Ms. Lo Ki Yan, Karen (“**Ms. Lo**”) beneficially owned and through the companies controlled by her, was interested in 572,137,000 Shares, representing approximately 9.25% of the issued share capital of the Company; and (iv) Blue River Holdings Limited (“**Blue River**”) through the companies wholly owned by it, was interested in 465,000,000 Shares, representing approximately 7.52% of the issued share capital of the Company. On the basis that no further Shares are issued or repurchased and in the event that the Repurchase Mandate is exercised in full and that there is no change in the shareholdings of Seekers, Ms. Mak, Ms. Lo and Blue River in the Company, the shareholdings of Seekers, Ms. Mak, Ms. Lo and Blue River would be increased to approximately 21.83%, 10.33%, 10.28% and 8.35% of the issued share capital of the Company respectively, on exercise in full of the Repurchase Mandate. Such increase will not give rise to an obligation to make a mandatory offer under Rules 26 or 32 of the Takeovers Code.

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

PRICES OF THE SHARES

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

	Shares	
	Highest (HK\$)	Lowest (HK\$)
2023		
April	0.275	0.235
May	0.275	0.238
June	0.310	0.218
July	0.255	0.209
August	0.270	0.219
September	0.265	0.219
October	0.250	0.209
November	0.228	0.192
December	0.220	0.186
2024		
January	0.210	0.170
February	0.219	0.179
March	0.210	0.178
April (up to the Latest Practicable Date)	0.186	0.158

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

(1) MR. SAM HING CHEONG

Mr. Sam Hing Cheong (“**Mr. Sam**”), aged 42, has been an executive director and chairman of the Company since 1 July 2023. Mr. Sam is also a member of the nomination committee and remuneration committee of the Company, and a director of several subsidiaries of the Company. He was a non-executive director of the Company from 5 June 2020 to 30 June 2023; an executive director and chairman of the Company from 28 January 2019 to 4 June 2020; an executive director and acting chairman of the Company from 5 April 2017 to 27 January 2019; and an executive director and chief executive officer of the Company from 27 March 2012 to 5 April 2017. Mr. Sam holds a Bachelor of Laws with Honours and a Bachelor of Arts from the University of Waikato, New Zealand. Mr. Sam is admitted as a solicitor in Hong Kong, England and Wales, the British Virgin Islands and New Zealand, and as an attorney in the Republic of the Marshall Islands.

Mr. Sam was an executive director and the vice chairman of Blue River Holdings Limited (stock code: 498), the securities of which are listed on the main board of the Stock Exchange, from 1 April 2021 to 30 June 2023. Save as disclosed above, Mr. Sam does not hold any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Currently, (i) Mr. Sam does not have any interests in the shares or underlying shares of the Company required to be disclosed under Part XV of the SFO; and (ii) Mr. Sam does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Mr. Sam has entered into a letter of appointment with the Company for a term of approximately three years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Existing Bye-laws. Mr. Sam is entitled to a remuneration of HK\$50,000 per month with a discretionary bonus, which is determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his duties and responsibilities, the Company’s performance and the prevailing market situation.

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

(2) MS. WONG WAN MEN

Ms. Wong Wan Men (“**Ms. Wong**”), aged 39, was appointed as an executive director of the Company with effect from 28 January 2019. Ms. Wong is also a member of the nomination committee and remuneration committee of the Company. Ms. Wong holds a Bachelor of Social Science in Economics with Honours from The Chinese University of Hong Kong. Ms. Wong has over 10 years extensive experience in corporate finance advisory. Prior to joining the Group, Ms. Wong held senior positions in the corporate finance advisory division of several financial services groups in Hong Kong. Currently, she holds directorship in several subsidiaries of the Company. Ms. Wong is familiar with the operation and management of the Company and provides corporate finance advice to the Group. Ms. Wong’s contributions to financial services business of the Group have been greatly valued by the Board.

Ms. Wong does not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Currently, Ms. Wong has personal interest in 10,000,000 Shares and 20,000,000 share options of the Company. Other than disclosed above, she does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the SFO nor does she have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. Ms. Wong has not entered into any service contract in relation to her directorship with the Company and does not receive any director’s emoluments. Ms. Wong is subject to retirement by rotation and re-election under the provisions of the Existing Bye-laws.

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

(3) MR. WONG YAT FAI

Mr. Wong Yat Fai (“**Mr. Wong**”) aged 64, was appointed as an executive director of the Company on 19 April 2017. He also holds directorship in several subsidiaries of the Company. Mr. Wong holds a professional diploma in banking from The Hong Kong Polytechnic University. Mr. Wong has over 13 years of working experience in an international banking group.

Mr. Wong has not held any directorships in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. Mr. Wong does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the SFO nor does he have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. Mr. Wong has not entered into any service contract in relation to his directorship with the Company, nor been appointed for specific terms, but is subject to retirement and re-election under the provisions of the Existing Bye-laws. Mr. Wong is entitled to annual salary of HK\$600,000 and a year-end discretionary bonus which are determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to Mr. Wong’s duties and responsibilities within the Company, the Company’s performance and the prevailing market situation.

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

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

The following are the proposed amendments to the Existing Bye-laws. Unless otherwise specified, clauses, paragraphs numbers referred to herein are clauses and paragraph numbers of the Existing Bye-laws.

Bye-law no.	Proposed Amendments
Heading	<p><u>SECOND</u> AMENDED AND RESTATED</p> <p>BYE-LAWS</p> <p>OF</p> <p>OSHDORI INTERNATIONAL HOLDINGS LIMITED</p> <p>(Adopted by way of special resolution passed at the Annual General Meeting held on [•••] <u>2024</u>2022)</p>
	Interpretation
1.	<p>“substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the <u>Listing Rules</u> of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.</p>
2(e)	expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election <u>complies</u> with all applicable Statutes, rules and regulations;
2(j)	a special resolution <u>or an extraordinary resolution</u> shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes;
2(l)	references to a document being <u>(including, but without limitation, a resolution in writing)</u> being signed <u>or</u> executed include references to it being <u>signed or executed under hand or under seal or by electronic signature or by any other method</u> and references to a n Notice or document include a n Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
2(m)	<u>reference to a meeting shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 64; and</u>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

2(n)	<p><u>to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable.</u></p>
	<p>Share Capital</p>
3(2)	<p>Subject to the Act, the Company’s memorandum of association and, where applicable, the <u>Listing rRules of any Designated Stock Exchange</u> and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.</p>
	<p>Variation of Rights</p>
10.	<p>Subject to the Act and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:</p> <p>(a) the necessary quorum (including other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p> <p>(b) every holder of shares of the class shall be entitled to one vote for every such share held by him.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

	Shares
12(1)	Subject to the Act, these Bye-laws, any direction that may be given by the Company in general meeting and, where applicable, the <u>Listing Rules</u> of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
	Record Dates
45.	Subject to the <u>Listing Rules</u> of any Designated Stock Exchange , notwithstanding any other provision of these Bye-laws the Company or the Directors may fix any date as the record date for: <p>(a) determining the Members entitled to receive any dividend, distribution, allotment or issue;</p> <p>(b) determining the Members entitled to receive an Notice of and to vote at any general meeting of the Company.</p>
	Transfer of Shares
46.	Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the <u>Listing Rules</u> of the Designated Stock Exchange or by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.

	General Meetings
56.	<p>Subject to the Act, an annual general meeting of the Company shall be held in for each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the <u>Listing Rules of the Designated Stock Exchange</u>, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting. <u>Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Bye-laws shall, mutatis mutandis, apply to a general meeting held wholly by or in combination with electronic means.</u></p>
	Notice of General Meetings
59(1)	<p>An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the <u>Listing Rules of the Designated Stock Exchange</u>, a general meeting may be called by shorter notice if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.</p>
	Proceedings at General Meetings
64.	<p><u>Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, the</u> The chairman may, with (without the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting or postponed meeting other than the business which might lawfully have been transacted at the meeting had the adjournment or the postponement not taken place. <u>Notice of a postponement must be given to all Members by any means as the Board may determine.</u> When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days’ Notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

	Voting
66(1)	Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative); or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.
67.	Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the <u>Listing Rules of the Designated Stock Exchange</u> .
73(2)	All Members <u>shall</u> have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the <u>Listing Rules of the Designated Stock Exchange</u> , to abstain from voting to approve the matter under consideration.
73(3)	Where the Company has knowledge that any Member is, under the <u>Listing Rules of the Designated Stock Exchange</u> , required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

	Proxies
76.	The instrument appointing a proxy shall be in <u>such form</u> as the Board may determine and in the absence of such determination, shall be in writing under the hand of signed by the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of signed by an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
	Corporations Acting By Representatives
81(2)	Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation <u>including the right to speak and vote and</u> , where a show of hands is allowed, the right to vote individually on a show of hands.
	Alternate Directors
89.	Any Director may at any time by Notice delivered to the Office or head office or at a meeting of the Directors appoint any person (<u>including another Director</u>) to be his alternate Director. Any person so appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present. An alternate Director may be removed at any time by the person or body which appointed him and, subject thereto, the office of alternate Director shall continue until the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointor ceases for any reason to be a Director. Any appointment or removal of an alternate Director shall be effected by Notice signed by the appointor and delivered to the Office or head office or tendered at a meeting of the Board. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Board or of committees of the Board to the same extent as, but in lieu of, the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Bye-laws shall apply as if he were a Director save that as an alternate for more than one Director his voting rights shall be cumulative

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

	Directors' Interests
97(c)	<p>continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and (unless otherwise agreed) no such Director shall be accountable for any remuneration, profits or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of or from his interests in any such other company. Subject as otherwise provided by these Bye-laws the Directors may exercise or cause to be exercised the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them <u>as</u> directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) or voting or providing for the payment of remuneration to the director, managing director, joint managing director, deputy managing director, executive director, manager or other officers of such other company and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in manner aforesaid.</p>
	Dividends and Other Payments
139.	<p>AnyUnless otherwise directed by the Board, <u>any</u> dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

	Accounting Records
149.	Subject to Section 88 of the Act and Bye-law 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.
150.	To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the <u>Listing</u> Rules of the Designated Stock Exchange , and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statements and the directors' report thereon.
151.	The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the <u>Listing</u> Rules of the Designated Stock Exchange , the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, <u>in any manner permitted by these Bye-laws, including on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</u>

	Notices
158	<p>(1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the <u>Listing Rules of the Designated Stock Exchange</u>), whether or not, to be given or issued under these Bye-laws from <u>by the Company to a Member</u>, shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or <u>electronic communication</u> and, <u>subject to compliance with the Listing Rules</u>, any such Notice and document may be served or delivered by the Company on or to any Member either personally or <u>given or issued by the following means:</u></p> <p>(a) <u>by serving it personally on the relevant persons;</u></p> <p>(b) <u>by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website;</u></p> <p>(c) <u>by delivering or leaving it at such address as aforesaid;</u></p> <p>(d) <u>by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</u></p> <p>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification;</u></p>

	<p>(f) <u>by publishing it on the Company’s website or the website of the Designated Stock Exchange without the need for any additional consent or notification;</u></p> <p>(g) <u>by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p> <p>(2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p>(3) <u>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which notices can be served upon him.</u></p> <p>(4) <u>Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.</u></p>
159(b)	<p>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, <u>document or publication placed on either the Company’s website or the website of the Designated Stock Exchange is deemed given or served by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member; it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p>
159(d)	<p><u>may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations; if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.</u></p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

160(1)	Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of <u>in any manner permitted by</u> these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
160(2)	A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it <u>via electronic means or</u> through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an <u>electronic or postal</u> address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
	Signatures
161.	For the purposes of these Bye-laws, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares, from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any notice or document to be given by the Company may be written, printed or made in <u>electronically form</u> .

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

	Indemnity
164(1)	<p>The Directors, Secretary and other officers and every Auditor of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) acting or who have acted in relation to any of the affairs of the Company and every one <u>one</u> of them, and every one <u>one</u> of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts; and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto; PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.</p>

NOTICE OF ANNUAL GENERAL MEETING



Oshidori International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 622)

NOTICE IS HEREBY GIVEN that the annual general meeting of Oshidori International Holdings Limited (the “**Company**”) will be held at Conference Room, 1/F, Ramada Hong Kong Grand View Hotel, No. 88 Chun Yeung Street, North Point, Hong Kong on Thursday, 13 June 2024 at 10:45 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2023.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Sam Hing Cheong as an executive director and chairman of the Company.
 - (ii) Ms. Wong Wan Men as an executive director of the Company.
 - (iii) Mr. Wong Yat Fai as an executive director of the Company.
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 December 2024.
3. To re-appoint auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company, with or without modification:

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

(A) “**THAT:**

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

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT:**

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

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

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

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

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

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

“THAT

- (a) the second amended and restated bye-laws of the Company (the “**New Bye-laws**”) which consolidates all the proposed amendments to the existing bye-laws of the Company (as set out in Appendix III to the circular of the Company dated 29 April 2024 of which this notice forms part), a copy of which is marked “**A**” and produced to this meeting and signed by the chairman of this meeting for the purposes of identification, be and are hereby approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect; and
- (b) any one director, secretary or registered office provider of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Bye-laws, including but not limited to making the relevant registrations and filings in accordance with the requirements of the applicable laws in Bermuda and Hong Kong.”

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

Hong Kong, 29 April 2024

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

Executive Directors:

Mr. SAM Hing Cheong
Ms. WONG Wan Men
Mr. WONG Yat Fai

Independent Non-Executive Directors:

Hon. CHAN Hak Kan, *S.B.S., J.P.*
Mr. HUNG Cho Sing, *B.B.S.*
Mr. LAM John Cheung-wah
Mr. YU Chung Leung

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:

25th Floor, China United Centre
28 Marble Road, North Point
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
2. Where there are joint holders of any share any one of such joint holder may, subject to bye-law 71 of the Company's bye-laws, vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Friday, 7 June 2024 to Thursday, 13 June 2024, both dates inclusive, during which period no transfer of shares of the Company will be registered, for the purpose of ascertaining entitlement to attend the AGM. In order to be eligible to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 6 June 2024.