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



Star Plus Legend Holdings Limited

巨星傳奇集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6683)

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

A notice convening the annual general meeting of the Star Plus Legend Holdings Limited to be held at 11:00 a.m. on Friday, 28 June 2024 at The Executive Centre, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong (“**Annual General Meeting**”) (or any adjournment thereof), is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.splend.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time scheduled for holding the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 26 June 2024) or the adjourned meeting (as the case maybe). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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

29 April 2024

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 28 June 2024 at The Executive Centre, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong, the notice of which is set out on pages AGM-1 to AGM-6 of this circular, or any adjournment thereof;
“Articles”	the amended and restated articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised from time to time) of the Cayman Islands;
“Company”	Star Plus Legend Holdings Limited 巨星傳奇集團有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate;
“Group”	the Company and its subsidiaries;
“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 and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 5 in the notice of the Annual General Meeting;

DEFINITIONS

“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Date”	13 July 2023, the date on which dealings in the Shares first commence on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase the fully paid-up Shares up to 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 4 in the notice convening the Annual General Meeting;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time;
“Share(s)”	ordinary share(s) of US\$0.00001 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 Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

LETTER FROM THE BOARD



Star Plus Legend Holdings Limited

巨星傳奇集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6683)

Executive Directors:

Ms. Ma, Hsin-Ting (*Chairperson*)

Dr. Qian, Sam Zhongshan (*Chief Executive Officer*)

Mr. Lai, Kwok Fai Franki (*Chief Financial Officer*)

Non-executive Directors:

Mr. Yang, Chun-Jung

Mr. Cheng, Chung

Independent non-executive Directors:

Dr. Xue, Jun

Mr. Yang, Dave De

Ms. Chung, Elizabeth Ching Yee

Registered office:

P.O. Box 31119

Grand Pavilion

Hibiscus Way, 802 West Bay Road

Grand Cayman

KY1-1205, Cayman Islands

Headquarters:

2/F, Block 1

Dream Star Garden

68 Jinjie Road

Huaqiao Town, Kunshan

People's Republic of China

Principal place of business

in Hong Kong:

Unit 2310-11

23rd Floor

Tower Two, Lippo Centre

89 Queensway

Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

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

LETTER FROM THE BOARD

1. INTRODUCTION

The purposes of this circular are to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issue mandate to the Directors; (iii) the granting of the Extension Mandate to the Directors; and (iv) the re-election of the retiring Directors, and to give you notice of the Annual General Meeting.

2. PROPOSED GRANTING OF THE REPURCHASE, ISSUE AND EXTENSION MANDATES

At the Annual General Meeting, the Shareholders will be asked to consider and, if thought fit, to approve the grant of the Issue Mandate to enable the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue was 801,887,500. Subject to the passing of the relevant resolution, the maximum number of new Shares (assuming that there will be no other change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting) to be issued under the proposed Issue Mandate is 160,377,500, representing 20% of the total number of Shares in issue as at the date of the Annual General Meeting.

Ordinary resolutions will also be proposed at the Annual General Meeting for the grant of (i) the Repurchase Mandate to enable the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the number of issued Shares as at the date of the passing of the relevant resolution; and (ii) the Extension Mandate to extend the Issue Mandate by an amount representing the aggregate number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the aggregate number of Shares in issue was 801,887,500. Accordingly, subject to the passing of the relevant resolution and assuming that there will be no other change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 80,188,750 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

The Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire: (a) at the end of the Company's next annual general meeting following the Annual General Meeting; (b) at the end of the period within which the Company is required by any applicable laws or the Companies Act or the Articles to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution passed by the Shareholders in a general meeting prior to the next annual general meeting following the Annual General Meeting, whichever is the earliest.

The Directors wish to state that they have no immediate plan to allot and issue any new Shares pursuant to the Issue Mandate (if granted).

LETTER FROM THE BOARD

An explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on the proposed resolution for the grant of the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised Ms. Ma, Hsin-Ting as chairperson of the Board and an executive Director, Dr. Qian, Sam Zhongshan and Mr. Lai, Kwok Fai Franki as executive Directors, Mr. Yang, Chun-Jung and Mr. Chen, Chung as non-executive Directors, and Dr. Xue, Jun, Mr. Yang, Dave De and Ms. Chung, Elizabeth Ching Yee as independent non-executive Directors.

According to Article 109(a) of the Articles, at each annual general meeting of the Company 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 provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with Article 109(a) of the Articles, all of the Directors will retire from the office of Director by rotation and each of them, being eligible, will offer himself/herself for re-election at the Annual General Meeting.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy, nomination policy for Directors and the Company's corporate strategy as well as the independence of the independent non-executive Directors.

Besides, the nomination committee of the Company and the Board believed that all the retiring Directors will continue to make contribution to the Board and are satisfied with all the retiring Directors' contribution to the Company, which will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The nomination committee of the Company and the Board therefore recommended the re-election of all the retiring Directors.

In accordance with Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages AGM-1 to AGM-6 of this circular is a notice convening the Annual General Meeting at which, among other proposed resolutions, ordinary resolutions will be proposed to approve the following:

- (1) the grant of the Issue Mandate;
- (2) the grant of the Repurchase Mandate;
- (3) the grant of the Extension Mandate; and
- (4) the re-election of retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.splend.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time scheduled for holding the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 26 June 2024) or the adjourned meeting (as the case maybe). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

5. 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

6. RECOMMENDATION

The Board considers that the ordinary resolutions to be proposed at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the relevant resolutions at the Annual General Meeting.

7. CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant shares certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Repurchase Mandate; and Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting.

9. MISCELLANEOUS

In case of any inconsistency between the English version and the Chinese translation of this circular, the English version shall prevail.

Yours faithfully,
By Order of the Board
Star Plus Legend Holdings Limited
巨星傳奇集團有限公司
Ma, Hsin-Ting
Chairperson of the Board and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the 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 only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 801,887,500 Shares in issue.

Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution numbered 4 as set out in the notice convening the Annual General Meeting contained in this circular) and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 80,188,750 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the amended and restated memorandum of association of the Company, the Articles of Association, the Companies Act and other applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date to which the latest audited accounts of the Company were made up. 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 requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

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

As at the Latest Practicable Date, Ms. Ma, Hsin-Ting ("**Ms. Ma**"), chairperson of the Board and an executive Director, Mr. Chen, Chung ("**Mr. Chen**") and Mr. Yang, Chun-Jung ("**Mr. Yang**"), both a non-executive Director, as well as Ms. Yeh Hui-Mei ("**Ms. Yeh**") (collectively, "**Concert Parties**"), were parties acting in concert and were deemed to be interested in 465,038,126, representing approximately 58.0% of the total issued share capital of the Company. Assuming that (i) the total issued share capital of the Company (being 801,887,500 Shares) remains unchanged as at the date of the Annual General Meeting, and (ii) the shareholding interests of the Concert Parties (being 465,038,126 issued Shares) in the Company remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Repurchase Mandate is exercised in full, the shareholding interests of the Concert Parties would be increased to approximately 64.4% of the issued share capital of the Company. Such increase would not give rise to any general offer obligation under the Takeovers Code as the existing shareholdings of the Concert Parties already exceeds 50% of the issued share capital of the Company.

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. Besides, the Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors therefore will not propose to repurchase Shares if it would result in less than 25% of the Company's issued Shares in public hands.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved at the Annual General Meeting and is exercised.

No core connected person (as defined under the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Company confirms that neither the explanatory statement set out in this Appendix I nor the Repurchase Mandate has any unusual features.

7. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange since the Listing Date to the Latest Practicable Date were as follows:

	Trading price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
July (since the Listing Date)	8.57	4.92
August	7.23	5.30
September	8.28	5.87
October	9.84	7.78
November	10.82	8.00
December	9.48	7.53
2024		
January	8.79	7.23
February	8.88	7.91
March	10.22	8.33
April (up to and including the Latest Practicable Date)	9.80	7.99

8. REPURCHASES OF SHARES MADE BY THE COMPANY

During the 6 months preceding the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting according to the Articles, are provided below:

(1) Ms. Ma, Hsin-Ting, executive Director

Position and experience

Ms. Ma, Hsin-Ting (“**Ms. Ma**”), aged 48, joined the Group in November 2015 and is one of the Group’s founders. Ms. Ma was the chief executive officer of Star Plus Cultural (Kunshan) Investment Company Limited (“**Star Plus (Kunshan)**”) from November 2015 to August 2018. Ms. Ma was appointed as the executive Director and chairperson of the Board in September 2021, and has also been the chief executive officer of Kunshan Star Plus Action E-Commerce Company Limited and Beijing Star Plus Legend Cultural Development Company Limited since March 2016 and June 2020, respectively. Ms. Ma is primarily responsible for overall business strategy, daily management and operations of the Group and has been responsible for overseeing the sales function of the Group and the branding of the Group’s products. She has also been heavily involved in the establishment of the distribution system and network for MODONG coffee. Ms. Ma has more than 20 years of working experience in cultural, media and financial industries.

Prior to founding the Group, Ms. Ma served in Taiwan Eastern Broadcasting Co., Ltd. (東森電視事業股份有限公司) from December 1997 to April 2007, with her last position as news producer, Ms. Ma served as consultant in a company held by IDG Capital from August 2008 to March 2020, where she was primarily responsible for providing investment-related advisory services. In May 2022, Ms. Ma was appointed as an expert of the Brand Committee (品牌方專委會專家) of the New Retail and Livestream E-commerce Expert Committee (新零售和直播電商專家委員會) established by the Development Research Center of the State Administration for Market Regulation.

Ms. Ma obtained a master’s degree in marketing and distribution management from National Kaohsiung University of Science and Technology (formerly known as National Kaohsiung First University of Science and Technology) in June 2003 and a college degree in Japanese language from Wenzao Ursuline University of Languages (formerly known as Wenzao Ursuline College of Languages (私立文藻外國語文專科學校)) in June 1995.

Ms. Ma has not held 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.

Length of service

Ms. Ma has entered into a service contract with the Company on 18 April, 2023 in relation to her appointment as an executive Director for an initial fixed term of three years which may be renewable in accordance with the Articles and the applicable Listing Rules. Ms. Ma is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Save as disclosed above and as far as the Directors are aware, Ms. Ma does not have any relationships with other Directors, senior management of the Group, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Ma was deemed to be interested in 465,038,126 Shares, representing approximately 58.0% of the issued share capital of the Company, of which 265,736,072 Shares were held by other parties acting in concert with Ms. Ma and 199,302,054 Shares were held by Harmony Culture Limited, Ms. Ma's wholly-owned company and an associated corporation of the Company.

As at the Latest Practicable Date, Ms. Ma was also deemed to be interested in 6,640,004 underlying Shares, representing 0.83% of the issued share capital of the Company, due to the 6,640,004 options being granted to her under the Company's pre-IPO stock incentive plan.

Director's emoluments

Ms. Ma is currently entitled to an emolument of RMB2,945,000 per annum representing (i) the director's fee for her role as an executive Director; and (ii) other remuneration for her role as senior management in the Group. Ms. Ma is also entitled to a discretionary bonus to be determined by the Board and its remuneration committee. All such emoluments are covered under the service contracts entered into between Ms. Ma and the Company.

The above emoluments of Ms. Ma have been determined with reference to her role and duties, experience and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

(2) Dr. Qian, Sam Zhongshan, executive Director

Position and experience

Dr. Qian, Sam Zhongshan (“**Dr. Qian**”), aged 60, joined the Group in April 2017 as a consultant of Star Plus (Kunshan) and was appointed as the strategy officer of Star Plus (Kunshan) in August 2018. Dr. Qian was appointed as the chief executive officer of Star Plus Development Limited (“**Star Plus Development**”) in October 2020. Dr. Qian was appointed as the chief executive officer and executive Director in September 2021. Dr. Qian is primarily responsible for overall business strategy and corporate finance strategy of the Group. Dr. Qian has over 20 years of experience in financial market and management of public companies.

Prior to joining the Group, Dr. Qian served as an associate in the strategic trading division of Chase Manhattan Bank from December 1993 to July 1996; associate director in the risk finance group of Barclays Capital, an investment bank, from July 1996 to February 2000; vice president in Sohu.com Limited (formerly known as Sohu.com Inc.), the shares of which are listed on the Nasdaq Stock Market (NASDAQ: SOHU), a company principally engaged in brand advertising and online games, from March 2000 to March 2004, where he was in charge of strategising business plans. Dr. Qian served as the president and chief financial officer of China Finance Online Co., Ltd, the shares of which are listed on the Nasdaq Stock Market (NASDAQ: JRJC), a web-based financial information/service company, from April 2004 to June 2006, where he supervised works relating to finance, investors relations and administration. Dr. Qian also served as the chief financial officer of Allyes Information Technology Company Limited (好耶信息技術(上海)有限公司), a company principally engaged in online marketing, from June 2006 to April 2007, where he supervised the financial operations of the company; and the managing director of ExaByte Capital Management (HK) Limited, an asset management company, from April 2012 to December 2016, where he participated in the formulation of strategies.

Dr. Qian has served as an independent non-executive director of Yoho Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2347) since May 2022. Saved as disclosed above, Dr. Qian has not held 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.

Dr. Qian obtained a Doctor of Philosophy degree in astro-physics from Columbia University in the United States in February 1991 and a bachelor's degree in physics from the University of Science and Technology of China in June 1985.

Length of service

Dr. Qian has entered into a service contract with the Company on 18 April, 2023 in relation to his appointment as an executive Director for an initial fixed term of three years which may be renewable in accordance with the Articles and the applicable Listing Rules. Dr. Qian is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Save as disclosed above and as far as the Directors are aware, Dr. Qian does not have any relationships with other Directors, senior management of the Group, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Qian was deemed to be interested in 23,171,845 Shares, representing 2.89% of the issued share capital of the Company, of which 9,965,103 Shares were beneficially held by Dr. Qian and 13,206,742 Shares were held by his spouse, Ms. Zhang Jing.

Director's emoluments

Dr. Qian is currently entitled to an emolument of RMB1,309,000 per annum representing (i) the director's fee for his role as an executive Director; and (ii) other remuneration for his role as senior management in the Group. Dr. Qian is also entitled to a discretionary bonus to be determined by the Board and its remuneration committee. All such emoluments are covered under the service contracts entered into between Dr. Qian and the Company.

The above emoluments of Dr. Qian have been determined with reference to his role and duties, experience and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

(3) Mr. Lai, Kwok Fai Franki, executive Director*Position and experience*

Mr. Lai, Kwok Fai Franki (“**Mr. Lai**”), aged 59, joined the Group in November 2015. Mr. Lai was appointed as the executive Director and chief financial officer in September 2021. Mr. Lai is primarily responsible for overall financial management and corporate finance strategy of the Group. Mr. Lai has over 30 years of working experience in accounting and financial advisory.

Prior to joining the Group, Mr. Lai served at Citibank, N.A. from October 1989 to September 2000, with his last position as vice president of the worldwide securities services department; and JPMorgan Chase & Co. from September 2000 to February 2008, with his last position as executive director of the treasury & securities services department, where he was responsible for providing investment-related advisory services. Mr. Lai served as chief financial officer of Net Movie Limited from March 2008 to March 2015, where he was responsible for formulating the financial strategies; and the general manager of each of Kunshan Dream World Commercial Management Company Limited (昆山夢世界商業管理有限公司) from April 2015 to December 2017, and China Dream World (HK) Limited from January 2018 to February 2021, respectively, which were both engaged in cultural project management where he was responsible for formulating financial strategies.

Mr. Lai served as an executive director of China Digital Culture (Group) Limited, a company previously listed on the GEM of the Stock Exchange (stock code: 8175) from July 2016 to March 2020.

Mr. Lai obtained a bachelor’s degree in computing studies from Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University) in November 1989.

Saved as disclosed above, Mr. Lai has not held 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.

Length of service

Mr. Lai has entered into a service contract with the Company on 18 April 2023 in relation to his appointment as an executive Director for an initial fixed term of three years which may be renewable in accordance with the Articles and the applicable Listing Rules. Mr. Lai is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Save as disclosed above and as far as the Directors are aware, Mr. Lai does not have any relationships with other Directors, senior management of the Group, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lai beneficially held 99,651,027 Shares, representing 12.43% of the issued share capital of the Company.

Director's emoluments

Mr. Lai is currently entitled to an emolument of RMB1,309,000 per annum representing (i) the director's fee for his role as an executive Director; and (ii) other remuneration for his role as senior management in the Group. Mr. Lai is also entitled to a discretionary bonus to be determined by the Board and its remuneration committee. All such emoluments are covered under the service contracts entered into between Mr. Lai and the Company.

The above emoluments of Mr. Lai have been determined with reference to his role and duties, experience and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

(4) Mr. Yang, Chun-Jung, non-executive Director*Position and experience*

Mr. Yang, Chun-Jung (“**Mr. Yang**”), aged 60, is one of the Group's founders. Mr. Yang was appointed as the non-executive Director in September 2021. Mr. Yang is responsible for advising on the overall development of the Group. Mr. Yang is an established music professional with more than 30 years of experience in the music industry and artiste management.

Mr. Yang has been the chief executive officer, director and controlling shareholder of JVR Music International Ltd., the artiste management company of various celebrities including Mr. Jay Chou, since April 2007, where he is responsible for the provision of artiste management service to celebrities and acted as the manager of celebrities including Mr. Jay Chou. He also assists celebrities in relation to the creation and production of songs and music albums.

Mr. Yang has been a non-executive director of G.H.Y Culture & Media Holding Co., Limited since November 2020, the shares of which are listed on the Main Board of Singapore Exchange Securities Trading Limited (SGX: XJB).

Mr. Yang obtained a bachelor's degree in agricultural promotion from Taiwan University in June 1987.

Saved as disclosed above, Mr. Yang has not held 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.

Length of service

Mr. Yang has entered into a service contract with the Company on 18 April 2023 in relation to his appointment as a non-executive Director for an initial fixed term of three years which may be renewable in accordance with the Articles and the applicable Listing Rules. Mr. Yang is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Save as disclosed above and as far as the Directors are aware, Mr. Yang does not have any relationships with other Directors, senior management of the Group, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yang was deemed to be interested in 465,038,126 Shares, representing 58.0% of the issued share capital of the Company, of which 265,736,072 Shares were held by other parties acting in concert with Mr. Yang, and 199,302,054 Shares were held by Legend Key International Limited ("**Legend Key**"), an associated corporation of the Company which was owned as to 50.0% by Mr. Yang and 50.0% by Ms. Yeh Hui-Mei ("**Ms. Yeh**").

Director's emoluments

Pursuant to the aforementioned service contract, Mr. Yang is entitled to a director's fee of RMB218,000 per annum.

The above emoluments of Mr. Yang have been determined with reference to his role and duties, experience and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

(5) Mr. Chen, Chung, non-executive Director

Position and experience

Mr. Chen, Chung (“**Mr. Chen**”), aged 63, is one of the Group’s founders. He was appointed as the non-executive Director in September 2021. Mr. Chen is responsible for advising on the overall development of the Group. Mr. Chen has over 15 years of working experience in artiste management.

Mr. Chen has served as the general manager of Juicy Music Co Ltd (巨室音樂娛樂製作有限公司), a company principally engaged in artiste management, since 2005, where he has been responsible for the negotiation of endorsement agreements for various artists, including Mr. Jay Chou, and execution of concerts.

Mr. Chen has not held 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.

Length of service

Mr. Chen has entered into a service contract with the Company on 18 April 2023 in relation to his appointment as a non-executive Director for an initial fixed term of three years which may be renewable in accordance with the Articles and the applicable Listing Rules. Mr. Chen is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Save as disclosed above and as far as the Directors are aware, Mr. Chen does not have any relationships with other Directors, senior management of the Group, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen was deemed to be interested in 465,038,126 Shares, representing 58.0% of the issued share capital of the Company, of which 398,604,108 Shares were held by other parties acting in concert with Mr. Chen, and 66,434,018 Shares were held by Max One Ltd., an associated corporation of the Company wholly-owned by Mr. Chen.

Director's emoluments

Pursuant to the aforementioned service contract, Mr. Chen is entitled to a director's fee of RMB218,000 per annum.

The above emoluments of Mr. Chen have been determined with reference to his role and duties, experience and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

(6) Dr. Xue Jun, independent non-executive Director*Position and experience*

Dr. Xue Jun (“**Dr. Xue**”), aged 49, joined the Group as the independent non-executive Director in April 2023. Dr. Xue is responsible for providing independent advice on the operation and management of the Group. Dr. Xue has considerable professional experience in the legal field, in particular, e-commerce related laws in the PRC.

Dr. Xue has been working at the Peking University since 2005 and is currently a professor at the Law School of Peking University (北京大學) and the director of e-commerce law research center of Peking University. In July 1996 and June 2000, Dr. Xue received a bachelor of laws degree and master's degree in civil and commercial laws from Zhongnan University of Economics and Law (中南財經政法大學) (previously known as Zhongnan University of Political Science and Law (中南政法學院)) and Zhongnan University of Economics and Law (中南財經政法大學) respectively. In October 2005, Dr. Xue obtained his doctorate in Roman law from Università degli Studi di Roma Tor Vergata.

Dr. Xue served as an independent non-executive director of Sino-Ocean Service Holding Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 6677) from November 2020 to August 2022.

Save as disclosed above, Dr. Xue has not held 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.

Length of service

Dr. Xue has entered into a letter of appointment with the Company on 18 April, 2023 in relation to his appointment as an independent non-executive Director for an initial fixed term of three years. Mr. Chen is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Save as disclosed above and as far as the Directors are aware, Dr. Xue does not have any relationships with other Directors, senior management of the Group, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Xue was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the aforementioned service contract, Dr. Xue is entitled to a director's fee of RMB218,000 per annum.

The above emoluments of Dr. Xue have been determined with reference to his role and duties, experience and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

(7) Mr. Yang, Dave De, independent non-executive Director

Position and experience

Mr. Yang, Dave De (former name: Yang Dezhi) ("**Mr. Dave Yang**"), aged 58, joined the Group as the independent non-executive Director in April 2023. Mr. Dave Yang is responsible for providing independent advice on the operation and management of the Group.

Mr. Dave Yang served as the regional finance director for the North Asia region of Reckitt Benckiser Group PLC, the shares of which are listed on the London Stock Exchange (LON: RB), a company providing hygiene, health and nutrition products, from September 2012 to September 2016; and partner and chief financial officer of Dalton International, from January 2017 to February 2019.

Mr. Dave Yang served as an independent director and chairperson of the audit committee of ChangYou.com Limited, a company previously listed on the Nasdaq Stock Market (NASDAQ: CYOU) from April 2009 to April 2020; and has been an independent director and member of the audit committee of Sohu.com Limited (formerly known as Sohu.com Inc.), the shares of which are listed on the Nasdaq Stock Market (NASDAQ: SOHU) since April 2017.

Mr. Dave Yang obtained a master's degree in science from the City University of New York in June 1995, a master's degree in management engineering from the University of Science and Technology of China (中國科學技術大學) in August 1989, and bachelor's degree in geophysics from the University of Science and Technology of China in July 1986.

Save as disclosed above, Mr. Dave Yang has not held 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.

Length of service

Mr. Dave Yang has entered into a letter of appointment with the Company on 18 April 2023 in relation to his appointment as an independent non-executive Director for an initial fixed term of three years. Mr. Dave Yang is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Save as disclosed above and as far as the Directors are aware, Mr. Dave Yang does not have any relationships with other Directors, senior management of the Group, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Dave Yang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

NOTICE OF ANNUAL GENERAL MEETING



Star Plus Legend Holdings Limited

巨星傳奇集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6683)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“**Meeting**”) of Star Plus Legend Holdings Limited (“**Company**”) will be held at 11:00 a.m. on Friday, 28 June 2024 at The Executive Centre, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong to consider and, if thought fit, transact the following ordinary businesses:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“**Directors**”) and the auditor of the Company for the year ended 31 December 2023;
2.
 - (a) To re-elect Ms. Ma, Hsin-Ting as a an executive Director;
 - (b) To re-elect Dr. Qian, Sam Zhongshan as a an executive Director;
 - (c) To re-elect Mr. Lai Kwok Fai Franki as a an executive Director;
 - (d) To re-elect Mr. Yang, Chun-Jung as a non-executive Director;
 - (e) To re-elect Mr. Chen, Chung as a non-executive Director;
 - (f) To re-elect Dr. Xue Jun as an independent non-executive Director;
 - (g) To re-elect Mr. Yang, Dave De as an independent non-executive Director;
 - (h) To re-elect Ms. Chung, Elizabeth Ching Yee as an independent non-executive Director; and
 - (i) To authorise the board of Directors (“**Board**”) to fix the remuneration of the Directors;
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognised by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under share option scheme(s) of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate

NOTICE OF ANNUAL GENERAL MEETING

in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the shareholders of the Company in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws or the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands to be held; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company 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 of the Company 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).”; and

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under share option scheme(s) of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the shareholders of the Company in general meetings; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws or the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands to be held; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company 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 of the Company 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).”; and

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional on the passing of resolutions numbered 4 and 5 of notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company 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 purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Star Plus Legend Holdings Limited
巨星傳奇集團有限公司
Ma, Hsin-Ting

Chairperson of the Board and Executive Director

Hong Kong, 29 April 2024

Headquarters:
2/F, Block 1
Dream Star Garden
68 Jinjie Road
Huaqiao Town, Kunshan
People’s Republic of China

Principal place of business in Hong Kong:
Unit 2310–11
23rd Floor
Tower Two, Lippo Centre
89 Queensway
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong as soon as practicable but in any event by 11:00 a.m. on Wednesday, 26 June 2024 or not less than 48 hours before the time appointed for holding of the Meeting or any adjourned meeting.
3. In order to ascertain the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfers of Shares accompanied by the relevant shares certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.
4. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder 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.
5. All resolutions as set out in this notice to be put to vote at the Meeting will be decided by way of poll as required by the Listing Rules.
6. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 8:00 a.m. on Friday, 28 June 2024, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises three executive Directors, namely Ms. Ma Hsin-Ting, Dr. Qian Sam Zhongshan and Mr. Lai Kwok Fai Franki; two nonexecutive Directors, namely Mr. Yang Chun-Jung and Mr. Chen Chung and three independent non-executive Directors, namely Dr. Xue Jun, Mr. Yang Dave De and Ms. Chung Elizabeth Ching Yee.