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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **TS Wonders Holding Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**TS WONDERS HOLDING LIMITED**

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

**(Stock Code: 1767)**

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED FINAL DIVIDEND; AND  
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 255 Pandan Loop, Singapore 128433 on Monday, 27 May 2024, at 10:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the annual general meeting of the Company is also enclosed with this circular.

Whether or not you are able to attend the annual general meeting of the Company, please complete and sign the accompanying form of proxy in accordance with the instructions printed on it and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting of the Company (i.e. no later than 10:00 a.m. on Saturday, 25 May 2024 (Hong Kong time)) or any adjournment of such meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting of the Company or any adjournment of such meeting if you so wish.

30 April 2024

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## DEFINITIONS

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

“acting in concert”	has the same meaning ascribed to it under the Takeovers Code
“AGM”	the annual general meeting of the Company to be held at 255 Pandan Loop, Singapore 128433 on Monday, 27 May 2024 at 10:00 a.m., or any adjournment of such meeting
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	TS Wonders Holding Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1767)
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of 0.23 Hong Kong cents per Share for the year ended 31 December 2023 to Shareholders whose names appear on the register of members of the Company on the Record Date
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	as defined in paragraph 2(a) of the Letter from the Board of this circular
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Record Date”	Wednesday, 5 June 2024, being the record date for determining entitlements of the Shareholders to the Final Dividend

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## DEFINITIONS

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“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SWL”	SWL Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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# TS WONDERS HOLDING LIMITED

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

**(Stock Code: 1767)**

*Executive Directors:*

Ms. Lim Seow Yen (*Chairlady*)  
Mr. Lim Fung Yee  
Mr. Lim Fung Chor  
Mr. Lim Seng Chye (*Lin Shengcai*)

*Registered office:*

Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Independent non-executive Directors:*

Mr. Chan Ka Yu  
Mr. Lee Yan Fai  
Mr. Chew Keat Yeow (*Zhou Jieyao*)

*Principal place of business*

*in Hong Kong:*

Rooms 1901A, 1902 & 1902A  
19/F New World Tower I  
16-18 Queen's Road Central  
Central Hong Kong

30 April 2024

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED FINAL DIVIDEND; AND  
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

### **1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the ordinary resolutions to be proposed at the AGM for, among other matters, (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of Directors; and (v) the distribution of the Final Dividend, so as to enable you to make informed decision on whether to vote for or against the relevant resolutions.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE

At the annual general meeting of the Company held on 19 May 2023, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and repurchase Shares, respectively. Such mandates, to the extent not utilised by the date of the AGM, will lapse at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (that is, a total of 200,000,000 Shares on the basis that the existing issued share capital of the Company of 1,000,000,000 Shares remains unchanged as at the date of the AGM) (the “**Issue Mandate**”);
- (b) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (that is, a total of 100,000,000 Shares on the basis that the existing issued share capital of the Company of 1,000,000,000 Shares remains unchanged as at the date of the AGM) (the “**Repurchase Mandate**”); and
- (c) to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages AGM-1 to AGM-6 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### 3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 108(a), at each annual general meeting, one-third of the Directors, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years and shall then be eligible for re-election.

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## LETTER FROM THE BOARD

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In accordance with Article 108(a), Ms. Lim Seow Yen, Mr. Lim Seng Chye (Lin Shengcai) and Mr. Chew Keat Yeow (Zhou Jieyao) will hold office until the AGM. Mr. Chew Keat Yeow (Zhou Jieyao), being eligible, offer himself for re-election as independent non-executive Director and Ms. Lim Seow Yen and Mr. Lim Seng Chye (Lin Shengcai) offer themselves for re-election as executive Directors at the AGM.

Pursuant to 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 all the above retiring Directors are set out in Appendix II to this circular.

#### **4. FINAL DIVIDEND**

As disclosed in the annual results announcement of the Company dated 28 March 2024, the Board has resolved to recommend the payment of the Final Dividend of 0.23 Hong Kong cents per Share for the year ended 31 December 2023 to Shareholders whose names appear on the register of members of the Company on the Record Date, i.e. Wednesday, 5 June 2024. The Final Dividend is subject to the approval by the Shareholders at the AGM and a resolution will be proposed to the Shareholders for voting at the AGM.

#### **5. CLOSURE OF REGISTER OF MEMBERS**

The AGM will be held on Monday, 27 May 2024. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 21 May 2024.

For determining the entitlement of the Final Dividend, the register of members of the Company will be closed from Monday, 3 June 2024 to Wednesday, 5 June 2024 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for the Final Dividend, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 31 May 2024. Subject to the approval of the Shareholders at the AGM, the Final Dividend will be paid on or around Thursday, 27 June 2024 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 5 June 2024.

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## LETTER FROM THE BOARD

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The expected timetable for the AGM and distribution of the Final Dividend is as follows:

<b>Events</b>	<b>Date</b>
Latest time for the Shareholders to lodge all transfer documents to the Company's branch share registrar and transfer office in Hong Kong in order to qualify for attending the AGM . . . . .	4:30 p.m. on Tuesday, 21 May 2024
Closure of the register of members of the Company (to qualify for attending and voting at the AGM) . . . . .	Wednesday, 22 May 2024 to Monday, 27 May 2024
Record date for determining the entitlements of Shareholders to attend and vote at the AGM . . . . .	Monday, 27 May 2024
AGM . . . . .	Monday, 27 May 2024
Final Dividend ex-entitlement date . . . . .	Thursday, 30 May 2024
Latest time for the Shareholders to lodge transfer documents to the Company's branch share registrar and transfer office in Hong Kong in order to qualify for receiving the Final Dividend . . . . .	4:30 p.m. on Friday, 31 May 2024
Closure of the register of members of the Company (to qualify for receiving the Final Dividend) . . . . .	Monday, 3 June 2024 to Wednesday, 5 June 2024
Record Date for the Final Dividend . . . . .	Wednesday, 5 June 2024
Expected payment date of the Final Dividend (subject to the Shareholders' approval of the payment of the Final Dividend at the AGM) . . . . .	Thursday, 27 June 2024



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## LETTER FROM THE BOARD

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### 6. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages AGM-1 to AGM-6 of this circular. At the AGM, resolutions will be proposed to approve, among others, the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate by adding to it the number of Shares repurchased pursuant to the Repurchase Mandate, the re-election of Directors and the distribution of the Final Dividend.

Pursuant to 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 AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tswinders.com.hk](http://www.tswinders.com.hk)), respectively. Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed on it and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time of the AGM (i.e. no later than 10:00 a.m. on Saturday, 25 May 2024 (Hong Kong time)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment of such meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

### 7. RECOMMENDATION

The Board considers that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate by adding to it the number of Shares repurchased pursuant to the Repurchase Mandate, the re-election of Directors and the distribution of the Final Dividend, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### 8. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

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## LETTER FROM THE BOARD

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### 9. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM. Your attention is also drawn to the additional information set out in the Appendices to this circular.

### 10. MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully,  
On behalf of the Board  
**TS Wonders Holding Limited**  
**Lim Seow Yen**  
*Chairlady and Executive Director*

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## **APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM 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.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share or earnings per Share, or both. 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 issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the existing issued share capital of the Company remains unchanged as at the date of the AGM, that is, 1,000,000,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 100,000,000 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

### **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 Company's memorandum of association, the Articles, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

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**APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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**4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend 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 befitting the Company.

**5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, 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 Rules 26 and 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the following Shareholder is interested in more than 10% of the Shares then in issue and in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the percentage interest in the Shares:

<b>Name</b>	<b>Type of interests</b>	<b>Position</b>	<b>Number of Shares</b>	<b>Percentage of shareholding</b>	<b>Approximate percentage of shareholding upon full exercise of the Repurchase Mandate</b>
SWL ( <i>Note</i> )	Beneficial owner	Long	750,000,000	75.0%	83.3%

*Note:* The issued share capital of SWL is legally and beneficially owned as to 24.5% by Mdm. Han Yew Lang, 24.5% by Ms. Lim Seow Yen, 24.5% by Mr. Lim Fung Yee, 24.5% by Mr. Lim Fung Chor, 1.0% by Mr. Loo Soon Hock James and 1.0% by Ms. Ong Liow Wah.

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**APPENDIX I      EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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On the basis of the current shareholding of the above Shareholder, an exercise of the Repurchase Mandate in full will not result in any party becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

In addition, the Directors do not have any intention to exercise the proposed Repurchase Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

**6.    REPURCHASES OF SHARES MADE BY THE COMPANY**

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

**7.    GENERAL**

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), have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have any present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make any repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

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**APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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**8. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange in each of the past 12 months preceding, and up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2023</b>		
April	0.180	0.153
May	0.184	0.161
June	0.170	0.153
July	0.161	0.150
August	0.161	0.143
September	0.180	0.149
October	0.162	0.155
November	0.155	0.143
December	0.168	0.142
<b>2024</b>		
January	0.177	0.146
February	0.168	0.151
March	0.250	0.171
April (up to the Latest Practicable Date)	0.230	0.205

*Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the AGM are provided below.*

**(1) Ms. Lim Seow Yen**

Ms. Lim Seow Yen (“**Ms. Sandy Lim**”), aged 67, was appointed as a Director on 19 April 2018. She was re-designated as an executive Director and appointed as the chairlady of the Board on 5 July 2018. Ms. Sandy Lim is also a director of various subsidiaries of the Group. Ms. Sandy Lim has over 30 years of experience in the snacks industry. Ms. Sandy Lim’s core responsibilities lie in operational activities of the Group including procurement where she sources and plans the supply of raw materials as well as maintains close working relationship with suppliers, finance and administration.

Ms. Sandy Lim entered into a service agreement with the Company on 20 December 2018 for an initial term of three years commencing from 14 January 2019, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the service agreement, Ms. Sandy Lim was entitled to (i) a remuneration which was payable monthly and (ii) discretionary bonus in respect of her service as an executive Director. Ms. Sandy Lim’s annual remuneration as executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company’s performance, her duties and responsibilities with the Company and prevailing market conditions. Starting from the year ended 31 December 2022, Ms. Sandy Lim’s annual remuneration has been revised to S\$735,000 per annum as approved by the Board of Directors and the Remuneration Committee.

Ms. Sandy Lim did not have any current or past directorship in any listed companies in the last three years prior to the Latest Practicable Date. Ms. Sandy Lim is the sibling of Mr. Lim Fung Yee and Mr. Lim Fung Chor, both being executive Directors of the Company. Ms. Sandy Lim is the spouse of Mr. Loo Soon Hock James and the mother of Mr. Loo Yong Keong Terence, both being members of the senior management of the Group.

As at the Latest Practicable Date, SWL Limited (“**SWL**”) is interested in 750,000,000 Shares, representing 75% of the issued share capital of the Company. The issued share capital of SWL is legally and beneficially owned as to as to 24.5% by Mdm. Han Yew Lang, 24.5% by Ms. Sandy Lim, 24.5% by Mr. Lim Fung Yee, 24.5% by Mr. Lim Fung Chor, 1.0% by Mr. Loo Soon Hock James and 1.0% by Ms. Ong Liow Wah, who are family members. Ms. Sandy Lim is deemed to be interested in the Shares in which SWL is interested in under Part XV of the SFO. Save as disclosed above, Ms. Sandy Lim does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, Ms. Sandy Lim does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules). Ms. Sandy Lim does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Sandy Lim was previously a director of Ta-Min International Marketing Pte. Ltd., which was incorporated on 24 April 1993 in Singapore, prior to its dissolution. Due to cessation of business, Ta-Min International Marketing Pte. Ltd. was struck off on 7 August 2009. The aforesaid company was solvent at the date of dissolution and Ms. Sandy Lim confirmed that there was no misconduct on the part of the directors of Ta-Min International Marketing Pte. Ltd. leading to the striking off of the company.

Save as disclosed above, there is no further information relating to Ms. Sandy Lim that is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter in relation to the re-election of Ms. Sandy Lim which needs to be brought to the attention of the Shareholders.

**(2) Mr. Lim Seng Chye (Lin Shengcai)**

Mr. Lim Seng Chye (Lin Shengcai) (“**Mr. Sean Lim**”), aged 39, was appointed as an executive Director on 5 July 2018. Mr. Sean Lim joined the Group in September 2013 as sales representative. He was subsequently promoted to assistant manager in business development in July 2016 and is currently assisting Mr. Lim Fung Yee in overseeing the overall sales and marketing function of the Group which include managing the Group’s sales staffs and compiling and analysing relevant sales information from the Group’s sales staffs.

Prior to joining the Group, Mr. Sean Lim worked as finance assistant in SEED Institute from 2012 to 2013. He obtained a Diploma in Microelectronics from Temasek Polytechnic in June 2006 and a Letter of Merit for High Achiever Award from The Republic of Singapore Air Force in February 2008.

Mr. Sean Lim entered into a service agreement with the Company on 20 December 2018 for an initial term of three years commencing from 14 January 2019, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the service agreement, Mr. Sean Lim was entitled to (i) a remuneration which was payable monthly, and (ii) discretionary bonus in respect of his service as an executive Director. Mr. Sean Lim’s annual remuneration as executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company’s performance, his duties and responsibilities with the Company and prevailing market conditions. Starting from the year ending 31 December 2022, Mr. Sean Lim’s annual remuneration has been revised to S\$115,000 per annum, which had been approved by the remuneration committee and the Board.



Mr. Sean Lim is the son of Mr. Lim Fung Yee, an executive Director. Mr. Sean Lim is the nephew of Ms. Lim Seow Yen and Mr. Lim Fung Chor, both being executive Directors. Mr. Sean Lim is the nephew of Mr. Loo Soon Hock James and the cousin of Mr. Loo Yong Keong Terence, both being members of the senior management of the Group.

As at the Latest Practicable Date, Mr. Sean Lim did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Sean Lim does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules). Mr. Sean Lim does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information relating to Mr. Sean Lim that is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter in relation to the re-election of Mr. Sean Lim which needs to be brought to the attention of the Shareholders.

**(3) Mr. Chew Keat Yeow (Zhou Jieyao)**

Mr. Chew Keat Yeow (Zhou Jieyao) (“**Mr. Chew**”), aged 51, was appointed as an independent non-executive Director on 20 December 2018. He is currently the chairman of the nomination committee and member of the remuneration and audit committees of our Company. Mr. Chew obtained his Bachelor in Engineering degree from the National University of Singapore in July 1998 and subsequently obtained his Master of Business Administration from the National University of Singapore in April 2004. He went on to obtain professional qualifications, namely, Project Management Professional (PMP) in June 2010, Information Technology Infrastructure Library (ITIL) Expert in August 2012 and Certified Chief Information Security Officer in October 2017.

Mr. Chew has over 10 years of experience in the information technology field. He has been a general manager of OxPay SG Pte Ltd (formerly known as Mobile Credit Payment Pte Ltd), a payment technology and merchant service company, since April 2020 and was its chief technology officer from 2012 until 2017. Prior to that, he was business support manager for Orange Business Services, a global telecommunication operator and information technology services company, from 2009 until 2012. Currently he is the chief technology officer of OxPay SG Pte Ltd.

Mr. Chew entered into a letter of appointment with the Company on 20 December 2018 for an initial term of three years commencing from 14 January 2019, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the letter of appointment, Mr. Chew was entitled to a remuneration of HK\$180,000 (or its equivalent in other currency) per annum which was payable monthly. Mr. Chew's annual remuneration as an independent non-executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company's performance, his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Chew did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO.

Mr. Chew does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules). Save as disclosed above, Mr. Chew does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Chew has provided an annual written confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board is of the view that Mr. Chew meets the guidelines for assessing independence set out in Rules 3.13 of the Listing Rules, and is independent. Mr. Chew possesses extensive experience in information technology expertise, and has demonstrated his ability to provide an independent view to the Company's affairs during his tenure in office. The Company considers the diversity of Board members in several aspects, including but not limited to gender, age, educational background, professional experience, skills and knowledge. The determination of Board members is based on the value of the candidate and the contribution that the candidate can make to the Board. The Board is of the view that Mr. Chew will continue to bring further contribution, as well as independent and objective perspective to the Company's affairs.

Mr. Chew was previously a director of In59 Pte. Ltd., which was incorporated on 14 August 2004 in Singapore, prior to its dissolution. Due to cessation of business, In59 Pte. Ltd. was struck off on 5 April 2018. The aforesaid company was solvent at the date of dissolution and Mr. Chew confirmed that there was no misconduct on the part of the director of In59 Pte. Ltd. leading to the striking off of the company.

Save as disclosed above, there is no further information relating to Mr. Chew that is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter in relation to the re-election of Mr. Chew which needs to be brought to the attention of the Shareholders.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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# TS WONDERS HOLDING LIMITED

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

**(Stock Code: 1767)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of TS Wonders Holding Limited (the “**Company**”) will be held at 255 Pandan Loop, Singapore 128433 on Monday, 27 May 2024 at 10:00 a.m. to consider and if thought fit, transact the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. To consider and receive the audited consolidated financial statements and the reports of the directors (“**Director(s)**”) of the Company and the auditors of the Company for the year ended 31 December 2023.
2. To consider and declare a final dividend of 0.23 Hong Kong cents per share of HK\$0.01 each in the issued share capital of the Company for the year ended 31 December 2023.
3.
  - (a) To re-elect Ms. Lim Seow Yen as an executive Director;
  - (b) To re-elect Mr. Lim Seng Chye (Lin Shengcai) as an executive Director;
  - (c) To re-elect Mr. Chew Keat Yeow (Zhou Jieyao) as an independent non-executive Director; and
  - (d) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint Deloitte & Touche LLP as auditors of the Company and to authorise the Board to fix the auditor’s remuneration.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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

**“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with (otherwise than by way of Rights Issue (as defined below) or pursuant to the exercise of options granted under any of the Company’s share option schemes or any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association (the “**Articles**”) of the Company from time to time) additional shares in the share capital of the Company and to make or grant any offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant any offers, agreements and options which would or might require the exercise of such powers either during or after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
- (i) a Rights Issue (as defined below); or
  - (ii) the grant or exercise of any option under any share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to employee, director, advisor or business consultant of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or
  - (iii) 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 the Company in accordance with the Articles in force from time to time; or

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## NOTICE OF THE ANNUAL GENERAL MEETING

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(iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which carry rights to subscribe for or are convertible into shares in the Company shall not exceed 20% of the total number of issued shares of the Company in issue on the date of the passing of this resolution,

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means the offer of shares in the Company or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary for expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

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## NOTICE OF THE ANNUAL GENERAL MEETING

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

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution no. 5(d) set out in the notice) of all powers of the Company to repurchase the issued shares of the Company on the Stock Exchange or any other stock exchange on which shares in the capital of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and
- (b) the total number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly.”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT** conditional upon the passing of the resolutions nos. 5 and 6 above, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution no. 5 above be and is hereby extended by the addition thereto the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 above.”

By order of the Board  
**TS Wonders Holding Limited**  
**Lim Seow Yen**  
*Chairlady and Executive Director*

Hong Kong, 30 April 2024

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*Registered office:*

Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Headquarters and principal  
place of business:*

255 Pandan Loop  
Singapore 128433

*Principal place of business  
in Hong Kong:*

Rooms 1901A, 1902 & 1902A  
19/F New World Tower I  
16-18 Queen's Road Central  
Central Hong Kong

*Notes:*

- (a) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the annual general meeting of the Company (i.e. no later than 10:00 a.m. on Saturday, 25 May 2024 (Hong Kong time)) or any adjournment of such meeting. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (c) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024 (both dates inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 21 May 2024.
- (d) For determining the entitlement of the final dividend, the register of members of the Company will be closed from Monday, 3 June 2024 to Wednesday, 5 June 2024 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for the final dividend, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 31 May 2024.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (e) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (f) In relation to the proposed resolutions no. 3(a) to 3(c) above, details of the retiring Directors standing for re-election are set out in Appendix II to this circular of which this notice of the AGM forms part.
- (g) In relation to proposed resolutions nos. 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company.
- (h) In relation to proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I in this circular of which this notice of the AGM forms part.
- (i) Any voting at the meeting shall be taken by poll.
- (j) In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

*As at the date of this notice, the executive Directors are Ms. Lim Seow Yen, Mr. Lim Fung Yee, Mr. Lim Fung Chor and Mr. Lim Seng Chye (Lin Shengcai); and the independent non-executive Directors are Mr. Chan Ka Yu, Mr. Lee Yan Fai and Mr. Chew Keat Yeow (Zhou Jieyao).*