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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Topsports International Holdings Limited**, you should at once hand this circular and the accompanying 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(s) or transferee(s).

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TOPSPORTS INTERNATIONAL HOLDINGS LIMITED

滔搏國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6110)

**(1) PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED FINAL DIVIDEND AND SPECIAL DIVIDEND,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Topsports International Holdings Limited to be held at Nina Ballroom A, 7/F, Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Friday, 19 July 2024 at 10:30 a.m. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the 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.

18 June 2024

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Nina Ballroom A, 7/F, Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Friday, 19 July 2024 at 10:30 a.m., notice of which is set out on pages 14 to 18 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended and restated, supplemented or modified from time to time
“Board”	the board of Directors of the Company
“Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, Cap. 22, as amended or supplemented or otherwise modified from time to time
“Company”	Topsports International Holdings Limited 滔搏國際控股有限公司, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 June 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	10 October 2019, the date on which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Proposed General Mandate”	a general and unconditional mandate proposed to be granted to the Directors 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 nominal amount of the share capital of the Company in issue as at the date of passing of the resolution numbered 6 in the notice convening the Annual General Meeting
“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution numbered 7 in the notice convening the Annual General Meeting
“Proposed Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Proposed Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Proposed General Mandate as set out in the resolution numbered 8 in the notice convening the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the People’s Republic of China (excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.000001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

TOPSPORTS INTERNATIONAL HOLDINGS LIMITED

滔搏國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6110)

Executive Directors:

Mr. YU Wu *(Chairman & Chief Executive Officer)*

Mr. LEUNG Kam Kwan

Registered address:

P.O. Box 309 Ugland House

Grand Cayman KY1-1104

Cayman Islands

Non-executive Directors:

Mr. SHENG Fang

Ms. YUNG Josephine Yuen Ching

Ms. HU Xiaoling

Principal place of business in Hong Kong:

M1, 6/F, The Edge

30-34 Kwai Wing Road

Kwai Chung

New Territories

Hong Kong

Independent non-executive Directors:

Mr. LAM Yiu Kin

Mr. HUA Bin

Mr. HUANG Victor

18 June 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED FINAL DIVIDEND AND SPECIAL DIVIDEND,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with notice of the Annual General Meeting and the proposals to be put forward at the Annual General Meeting including (i) the grant to the Directors of the Proposed General Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate; (ii) the proposed re-election of retiring Directors; and (iii) the proposed final dividend and special dividend.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES AND EXTENSION OF SHARE ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to approve the granting of the Proposed General Mandate to the Directors to exercise all powers of the Company to allot, issue and deal with new Shares in the share capital of the Company up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 6,201,222,024 Shares. Assuming no change to the issued share capital of the Company up to the date of the Annual General Meeting, the maximum number of Shares that can be allotted and issued by the Company under the Proposed General Mandate is 1,240,244,404 Shares.

In addition, subject to approval of the ordinary resolutions in relation to the Proposed General Mandate and the Proposed Repurchase Mandate, any Shares repurchased by the Company under the Proposed Repurchase Mandate will be added to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted under the Proposed General Mandate.

GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed to approve the granting of the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 6,201,222,024 Shares. Assuming no change to the issued share capital of the Company up to the date of the Annual General Meeting, the maximum number of Shares that can be repurchased by the Company under the Proposed Repurchase Mandate is 620,122,202 Shares.

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

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Mr. YU Wu and Mr. LEUNG Kam Kwan as executive Directors, Mr. SHENG Fang, Ms. YUNG Josephine Yuen Ching and Ms. HU Xiaoling as non-executive Directors, and Mr. LAM Yiu Kin, Mr. HUA Bin and Mr. HUANG Victor as independent non-executive Directors.

LETTER FROM THE BOARD

Pursuant to Article 16.19 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. SHENG Fang, Ms. YUNG Josephine Yuen Ching and Mr. HUA Bin will retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

The nomination committee of the Board has reviewed its structure and composition, 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 criteria set out in the Company's board diversity policy and director nomination policy, and the Company's corporate strategy. The Company considers that the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the retiring Directors who are subject to re-election at the Annual General Meeting and, being eligible, offer themselves for re-election are set out in Appendix II to this circular.

PROPOSED FINAL DIVIDEND AND SPECIAL DIVIDEND

As stated in the announcement issued by the Company dated 22 May 2024 relating to the annual results of the Group for the year ended 29 February 2024, the Board recommended the payment of a final dividend of RMB5.00 cents per Share (the "**Final Dividend**") and a special dividend of RMB15.00 cents per Share (the "**Special Dividend**", together with the Final Dividend, the "**Dividends**") to the Shareholders whose names appear on the register of members of the Company on Wednesday, 7 August 2024. Such Dividends will not be subject to any withholding tax.

The proposed Dividends shall be declared in RMB and paid in Hong Kong dollars based on the offshore exchange rate (Buying TT) of RMB against Hong Kong dollars (RMB1.00 = HK\$1.0648) as quoted by the Hong Kong Association of Banks on Wednesday, 22 May 2024, being the date on which the Dividends are recommended by the Board. Accordingly, the amount of the Final Dividend is HK\$5.32 cents and the Special Dividend is HK\$15.97 cents per Share, respectively.

The proposed Dividends are subject to approval by the Shareholders at the Annual General Meeting and a resolution in respect of the proposed Dividends will be proposed to the Shareholders for voting at the Annual General Meeting. If the resolution for the proposed Dividends are passed at the Annual General Meeting, the proposed Dividends are expected to be paid on or about Thursday, 22 August 2024 to Shareholders whose names shall appear on the register of members of the Company on Wednesday, 7 August 2024.

LETTER FROM THE BOARD

For ascertaining entitlement to the proposed Dividends to be approved at the Annual General Meeting, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents:	no later than 4:30 p.m. on Friday, 2 August 2024
Period of closure of register of members:	Saturday, 3 August 2024 to Wednesday, 7 August 2024
Dividends record date:	Wednesday, 7 August 2024

In order to qualify for the proposed Dividends, all transfer documents must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 2 August 2024. During the above closure period, no transfer of Shares will be registered.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the annual general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.topsports.com.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting (i.e. not later than 4:30 p.m. on Monday, 15 July 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Proposed General Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate, the proposed re-election of the retiring Directors and the proposed Dividends are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Topsports International Holdings Limited
YU Wu
Chairman & Chief Executive Officer

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,201,222,024 Shares of nominal value of HK\$0.000001 each.

Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 620,122,202 Shares, which are fully paid-up and represent 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the Annual General Meeting, during the period ending on 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 any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

REASONS FOR THE REPURCHASES

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

FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Act.

There could be an adverse impact on the net working capital or gearing ratio of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 29 February 2024) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Proposed Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the net working capital or the gearing ratio of the Company.

THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a repurchase of Shares, 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the controlling shareholder (as defined in the Listing Rules) of the Company, namely Hillhouse HHBH Holdings Limited (the "**Controlling Shareholder**"), controls the exercise of approximately 34.89% voting rights at a general meeting of the Company.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Proposed Repurchase Mandate, the percentage of voting rights at a general meeting of the Company held by the Controlling Shareholder would increase to approximately 38.77% of the issued share capital of the Company. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Proposed Repurchase Mandate. In any event, the Directors have no present intention to repurchase Shares to such extent which will trigger the mandatory offer requirement pursuant to the Takeovers Code.

The Listing Rules prohibit a company from making repurchases 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 issued share capital of that company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company in the six months prior to the Latest Practicable Date.

SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest traded prices for Shares recorded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2023		
March	7.46	6.39
April	7.95	6.82
May	7.88	5.73
June	7.56	5.99
July	7.46	6.30
August	7.45	6.26
September	6.58	5.30
October	6.63	5.44
November	6.96	6.11
December	6.29	5.43
2024		
January	6.11	4.74
February	5.65	5.00
March	5.79	5.09
April	5.63	5.01
May	5.93	5.05
June (up to the Latest Practicable Date)	5.32	5.05

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries, if the Proposed Repurchase Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is exercised.

The following sets out the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting.

(a) Retiring Directors standing for re-election

Mr. SHENG Fang (“**Mr. Sheng**”), aged 51, joined the Group in June 2006 and was appointed as a non-executive Director on 20 June 2019.

Mr. Sheng Fang has more than 20 years of experience in the management of the footwear business. He is primarily responsible for participating in significant business decisions of the Group. In May 2011, Mr. Sheng Fang was appointed as a director of Belle International Holdings Limited (“**Belle International**”), which was listed on the Main Board of the Stock Exchange until its privatization in July 2017, and is mainly responsible for the operation management of the footwear and apparel business of Belle International. He has been the president of the apparel business and the president of the footwear business of Belle International since November 2015 and July 2017, respectively. Mr. Sheng Fang has also served as a non-executive director of Baroque Japan Limited (a company listed on the Tokyo Stock Exchange, stock code: 3548) since August 2013.

The Company entered into a letter of appointment with Mr. Sheng on 23 September 2019 for an initial term of three years with effect from the Listing Date. He is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Sheng is not entitled to any director’s emoluments under the letter of appointment. He did not receive any director’s emoluments during the year ended 29 February 2024.

As at Latest Practicable Date, Mr. Sheng did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Sheng has not held any directorships in other listed public companies in the last three years, nor does he have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company.

Further, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Sheng which is required to be disclosed pursuant to any of the requirements of Rule 13.51 (2)(h) to (v) of the Listing Rules.

Ms. YUNG Josephine Yuen Ching (“**Ms. Yung**”), aged 40, joined the Group and was appointed as a non-executive Director on 20 June 2019. She is responsible for participating in the decision-making of important matters of the Group.

Ms. Yung is an associate general counsel at Hillhouse Investment and has more than 10 years of experience in advising on corporate transactions. Prior to joining Hillhouse Investment in 2018, she practiced as an attorney at leading international law firms, including Ropes & Gray, Weil, Gotshal & Manges and Linklaters. Ms. Yung received her bachelor of arts degree in economics in October 2008, juris doctor’s degree in June 2008 and bachelor of arts degree with honors in business administration in October 2005 from Western University in Canada. She has been admitted to practice as an attorney and counselor at law in all courts of the State of New York in the United States since April 2010.

The Company entered into a letter of appointment with Ms. Yung on 23 September 2019 for an initial term of three years with effect from the Listing Date. She is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Yung is not entitled to any director’s emoluments under the letter of appointment. She did not receive any director’s emoluments during the year ended 29 February 2024.

As at the Latest Practicable Date, Ms. Yung did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Yung has not held any directorships in other listed public companies in the last three years, nor does she have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company.

Further, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Ms. Yung which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. HUA Bin (“**Mr. Hua**”), aged 52, was appointed as an independent non-executive Director on 20 June 2019 with effect on 26 September 2019. Mr. Hua is responsible for supervising and providing independent judgment to the Board. He is the chairman of the remuneration committee and a member of the audit committee of the Board.

Mr. Hua has been a managing director for the Asia-Pacific region of Booking.com since October 2013 where he is responsible for developing and executing the company’s business strategy in the Asia-Pacific region. Mr. Hua received his bachelor’s degree in economics from Beijing International Studies University in China in July 1993. He obtained a master of business administration degree from China Europe International Business School in China in November 1997 and completed an exchange term at IESE Business School of the University of Navarra in Spain in December 1997.

The Company entered into a letter of appointment with Mr. Hua on 23 September 2019 for an initial term of three years with effect from the Listing Date. He is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual remuneration of Mr. Hua under such letter of appointment is RMB300,000. His director's fee received for the year ended 29 February 2024 was RMB300,000 as determined by the Board and the remuneration committee of the Board with reference to the salaries paid by comparable companies, time commitment and responsibilities, and employment conditions in the Company.

As at the Latest Practicable Date, Mr. Hua did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Hua has not held any directorships in other listed public companies in the last three years, nor does he have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company.

Further, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Hua which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

TOPSPORTS INTERNATIONAL HOLDINGS LIMITED

滔搏國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6110)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Topsports International Holdings Limited (the “**Company**”) will be held at Nina Ballroom A, 7/F., Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Friday, 19 July 2024 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions.

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditor of the Company for the year ended 29 February 2024.
2. To declare a final dividend of RMB5.00 cents (equivalent to HK\$5.32 cents) per ordinary share of the Company for the year ended 29 February 2024.
3. To declare a special dividend of RMB15.00 cents (equivalent to HK\$15.97 cents) per ordinary share of the Company for the year ended 29 February 2024.
4. To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the board of directors of the Company to fix the auditor’s remuneration.
5. (a) To re-elect the following retiring directors of the Company:
 - (i) To re-elect Mr. SHENG Fang as a non-executive director of the Company.
 - (ii) To re-elect Ms. YUNG Josephine Yuen Ching as a non-executive director of the Company.
 - (iii) To re-elect Mr. HUA Bin as an independent non-executive director of the Company.
- (b) To authorise the board of directors of the Company to fix the directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

6. **“THAT:**
- (a) subject to paragraph (c) below and subject to and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, where applicable, the exercise by the directors of the Company (the **“Director(s)”**) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of 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;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) 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 during or after the end of the Relevant Period (as defined in paragraph (d) below);
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities which may be issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option granted under any share option scheme or similar arrangement adopted by the Company; or (iv) an issue of shares in lieu of the whole or part of a dividend on shares pursuant to any scrip dividend or other similar arrangement implemented in accordance with the articles of association of the Company; or (v) pursuant to a specific authority granted by the shareholders of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the time of passing of this resolution until 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 any applicable laws or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares, 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 of the Company whose names appear on the register of members of the Company 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 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 recognized regulatory body or any stock exchange).”

7. “**THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (c) below) all the powers of the Company to repurchase or otherwise acquire shares in the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate nominal amount of shares so repurchased or otherwise acquired shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined in paragraph (c) below) to repurchase its shares at a price determined by the Directors; and

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(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the time of passing of this resolution until 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 any applicable laws or the articles of association of the Company to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
8. “**THAT**, conditional upon the passing of resolutions numbered 6 and numbered 7 set out in the notice convening this meeting, the aggregate nominal amount of the shares in the Company which are repurchased or otherwise acquired by the Company pursuant to resolution numbered 7 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to resolution numbered 6.”

By order of the Board
Topsports International Holdings Limited
YU Wu
Chairman & Chief Executive Officer

Hong Kong, 18 June 2024

Registered office:

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

Principal place of business in Hong Kong:

M1, 6/F, The Edge

30-34 Kwai Wing Road

Kwai Chung

New Territories

Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting or any adjourned meeting should he so wish.

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3. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
4. Shareholders whose names appear on the register of members of the Company on Friday, 19 July 2024 are entitled to attend and vote at the meeting. The register of members of the Company will be closed from Tuesday, 16 July 2024 to Friday, 19 July 2024, both days inclusive, and during such period no share transfer will be registered. In order to qualify to attend and vote at the meeting convened by the above notice, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 15 July 2024.
5. The final dividend and special dividend will be payable to the shareholders whose names appear on the register of members of the Company on Wednesday, 7 August 2024. For the purpose of ascertaining shareholder's eligibility for the final dividend and special dividend, the register of members of the Company will be closed from Saturday, 3 August 2024 to Wednesday, 7 August 2024, both days inclusive. To qualify for the final dividend and special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 2 August 2024.
6. Concerning resolution no. 5 above, the board of Directors proposes that the retiring Directors who will offer themselves for re-election, namely Mr. SHENG Fang, Ms. YUNG Josephine Yuen Ching and Mr. HUA Bin, be re-elected as Directors.
7. Concerning resolution no. 6 above, approval is being sought from members for a general mandate to authorise the allotment of shares, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20% of the issued share capital of the Company. The Directors wish to state that they have no immediate plans to issue shares in the Company.
8. Concerning resolution no. 7 above, approval is being sought from members for a general mandate to repurchase shares in the Company, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any shares in the Company up to 10% of the issued share capital of the Company.
9. Concerning resolution no. 8 above, approval is being sought from members to extend the general mandate to allot shares by adding the repurchased securities to the 20% general mandate.
10. The translation into Chinese language of the notice is for reference only. In case of any discrepancies, the English version shall prevail.
11. If a tropical cyclone warning signal number 8 or above is hoisted or a "black" rainstorm warning signal is in force at any time between 6:30 a.m. and 9:30 a.m. on the day of the above meeting, the above meeting will be adjourned. The Company will post an announcement on the Company's website (www.topsports.com.cn) and the Stock Exchange's website (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the adjourned meeting.

The above meeting will be held as scheduled when an "amber" or a "red" rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.