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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ausupreme 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 or transferee.

澳至尊
AUSupreme

Ausupreme International Holdings Limited

澳至尊國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2031)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the 2025 AGM to be held at Room A, The LU+, 3/F, LU Plaza, 2 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 12 September 2025 at 3:00 p.m. is set out on pages 18 to 23 of this circular. A form of proxy for use in connection with the 2025 AGM is enclosed with this circular. If you are not able to attend the 2025 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2025 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 AGM or its adjournment if you so wish. If you attend and vote in person at the 2025 AGM, the authority of your proxy will be revoked.

30 July 2025

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This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

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

"2024 AGM"	the AGM held on 12 September 2024
"2025 AGM"	the AGM to be held at Room A, The LU+, 3/F, LU Plaza, 2 Wing Yip Street, Kwun Tong, Kowloon , Hong Kong on Friday, 12 September 2025 at 3:00 p.m.
"AGM"	the annual general meeting of the Company
"Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Audit Committee"	the audit committee of the Board
"Beatitudes"	Beatitudes International Ltd., a company incorporated in the British Virgin Islands with limited liability, a controlling shareholder of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Chairman"	the chairman of the Board
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Co-CEO"	the co-chief executive officer of the Company
"Company"	Ausupreme International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Main Board of the Stock Exchange (stock code: 2031)
"controlling shareholder"	has the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong" or "HKSAR"	the Hong Kong Special Administrative Region of the PRC
"INED(s)"	the independent non-executive Director(s)
"Issue Mandate"	the general mandate proposed to be granted to the Directors at the 2025 AGM to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares, if any) not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution granting such mandate
"Latest Practicable Date"	24 July 2025, being the latest practicable date for ascertaining certain information prior to the printing of this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Mr. Choy"	Mr. Choy Chi Fai, an executive Director, the Chairman, a Co-CEO and spouse of Ms. Ho
"Ms. Ho" or "Mrs. Choy"	Ms. Ho Ka Man, an executive Director, the Vice Chairman, a Co-CEO and spouse of Mr. Choy
"Nomination Committee"	the nomination committee of the Board
"PRC" or "Mainland China"	the People's Republic of China
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	the general mandate proposed to be granted to the Directors at the 2025 AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution granting such mandate
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

"Share(s)"	ordinary share(s) of nominal or par value of HK$0.01 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
"subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules
"substantial shareholder"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers of Hong Kong, as amended, supplemented or otherwise modified from time to time
"treasury shares"	shares repurchased and held by a company in treasury, as authorised by the laws of its place of incorporation and its articles of association or equivalent constitutional documents, which, for the purpose of the Listing Rules, include shares bought back by the company and held or deposited in CCASS for sale on the Stock Exchange. As at the Latest Practicable Date, the Company did not have any treasury shares
"Vice Chairman"	the vice chairman of the Board
"Year"	the year ended 31 March 2025
"%"	percent

Ausupreme International Holdings Limited
澳至尊國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2031)

Executive Directors:
Mr. Choy Chi Fai *(Chairman and Co-CEO)*
Ms. Ho Ka Man *(Vice Chairman and Co-CEO)*

Independent Non-executive Directors:
Prof. Luk Ting Kwong
Dr. Wan Cho Yee
Ms. Pang Sin Mei Ada

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

Head Office and Principal Place of Business in Hong Kong:
Office E, 30/F., EGL Tower
83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

30 July 2025

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Directors will propose at the 2025 AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the proposed re-election of the retiring Directors.

The purpose of this circular is to give you notice of the 2025 AGM and provide you with the information regarding the above resolutions to be proposed at the 2025 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to the approval by Shareholders at the 2024 AGM will lapse at the conclusion of the 2025 AGM, an ordinary resolution will be proposed at the 2025 AGM to grant the Issue Mandate to the Directors.

Based on 762,000,000 Shares in issue as at the Latest Practicable Date (excluding treasury shares, if any) and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2025 AGM, the Directors will be authorised to allot, issue and deal with up to a total of 152,400,000 Shares, being 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2025 AGM. The Issue Mandate, if granted at the 2025 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to the approval by Shareholders at the 2024 AGM will lapse at the conclusion of the 2025 AGM, an ordinary resolution will be proposed at the 2025 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 762,000,000 Shares in issue as at the Latest Practicable Date (excluding treasury shares, if any), and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2025 AGM, the Company would be allowed to repurchase a maximum of 76,200,000 Shares, being 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2025 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2025 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Mr. Choy and Ms. Ho; and three INEDs, namely Prof. Luk Ting Kwong, Dr. Wan Cho Yee and Ms. Pang Sin Mei Ada.

Article 108(a) of the Articles of Association provides that at each AGM, 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 shall be subject to retirement by rotation at least once every three years. According to Article 108(b) of the Articles of Association, the Directors to retire by rotation shall be those who have been the longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Choy and Prof. Luk Ting Kwong shall retire by rotation at the 2025 AGM and being eligible, will offer themselves for re-election at the 2025 AGM.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if an independent non-executive director has served for a period of nine years or more, such director's further appointment should be subject to a separate resolution to be approved by shareholders. The term of office of Prof. Luk Ting Kwong and Dr. Wan Cho Yee have reached nine years on 19 July 2025 and their service contracts with the Company will end on 11 September 2025. As such, Prof. Luk Ting Kwong and Dr. Wan Cho Yee, being eligible, will stand for further appointment and re-election at the 2025 AGM.

The biographical details of each of the retiring Directors to be re-elected at the 2025 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

Prof. Luk Ting Kwong and Dr. Wan Cho Yee have both served as INEDs of the Company for nine years. Notwithstanding their long service on the Board as INEDs, they do not hold any cross-directorships or have any significant links with other Directors through involvement in other companies or bodies that could give rise to conflicts of

interest in their roles as INEDs and they are not involved in the daily management of the Company nor in any relationships or circumstances which would affect the exercise of their independent judgment, both of them have consistently demonstrated their ability to provide an independent, balanced and objective view to the affairs of the Company.

The Nomination Committee has assessed and reviewed each of the INEDs' annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the INEDs, including Prof. Luk Ting Kwong and Dr. Wan Cho Yee (notwithstanding the length of their tenure of office) remain independent. In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors for the Year based on the nomination policy and board diversity policy of the Company, which were disclosed in the "Corporate Governance Report" of the annual report of the Company for the Year and confirmed that (i) their performance have satisfied the nomination criteria set out in nomination policy and (ii) the perspectives, skills and experience of Prof. Luk Ting Kwong and Dr. Wan Cho Yee can bring further contributions and increase diversity to the Board.

With the recommendation of the Nomination Committee, the Board has proposed that all of the retiring Directors, namely Mr. Choy, Prof. Luk Ting Kwong and Dr. Wan Cho Yee stand for re-election as Directors at the 2025 AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting in respect of the respective propositions of their recommendations for re-election by the Shareholders at the 2025 AGM.

2025 AGM

The Company will convene the 2025 AGM at Room A, The LU+, 3/F, LU Plaza, 2 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 12 September 2025 at 3:00 p.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the re-election of the retiring Directors. The notice convening the 2025 AGM is set out on pages 18 to 23 of this circular.

A form of proxy for use in connection with the 2025 AGM is enclosed with this circular. If you are not able to attend the 2025 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2025 AGM or its adjournment. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2025 AGM or its adjournment should he/she/it so wish. If the Shareholder attends and votes in person at the 2025 AGM, the authority of the proxy will be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the 2025 AGM and contained in the notice of the 2025 AGM will be voted by way of poll by the Shareholders.

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.

RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the re-election of the retiring Directors as set out in the notice of 2025 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2025 AGM as set out in the notice of the 2025 AGM on pages 18 to 23 of this circular.

Yours faithfully,
For and on behalf of the Board
Ausupreme International Holdings Limited
Choy Chi Fai
Chairman, Executive Director and Co-CEO

The following are the biographical details of the Directors who will retire as required by the Articles of Association and the Listing Rules and are proposed to be re-elected at the 2025 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the retiring Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Choy Chi Fai (蔡志輝), aged 51, one of the founders of the Group, was appointed as a Director on 17 April 2015 and is currently an executive Director, the Chairman and a Co-CEO. He is also a member of each of the Remuneration Committee and the Nomination Committee. In addition, Mr. Choy is a director of all of the subsidiaries of the Company and a director and shareholder of Beatitudes, a substantial shareholder of the Company. Mr. Choy is responsible for the overall direction and management of the Group. Before founding the Group in 2001, Mr. Choy (together with Mrs. Choy) had been engaged in the business of trading and distribution in Hong Kong. Mr. Choy has more than 20 years' experience in marketing, distribution, wholesale and retail of health supplement products in Hong Kong, which he gained from the operation of the Group.

Mr. Choy obtained a Bachelor of Arts degree from the Hong Kong Baptist University in December 2000. He received a Diploma of Food and Nutritional Sciences from The Chinese University of Hong Kong in May 2010 and a Master of Arts degree in Comparative and Public History from the same university in December 2010, a Master of Christian Studies by Evangel Seminary in June 2018. In 2023, he obtained a degree of Executive Master of Business Administration from the University of Hong Kong and Peking University. Mr. Choy has also received the "Outstanding Entrepreneur Awards" from Capital Entrepreneur in February 2017.

Mr. Choy has been active in Hong Kong's business circles. He has served as an Honourable Career Advisor of Hong Kong Baptist University Career Mentorship Programme since 2009, a honorary advisor for Health & Applied Sciences Division of the School of Continuing and Professional Studies of The Chinese University of Hong Kong since September 2013 and a Mentor of Hong Kong Science and Technology Parks Corporation Mentorship Programme since 2019. Mr. Choy has also been a mentor of Small and Medium-sized Enterprises Mentorship Programme of the Employees Retraining Board since 2015, Hong Kong Trade Development Council Mainland Business Advisory Committee since 2019 and Expert Group Member of HKSAR Commerce and Economic Development Bureau E-commerce Development Task Force since 2024. He has been appointed as a member of the Dalian Committee of Chinese People's Political Consultative Conferences since 2023.

In addition to the above achievements, Mr. Choy has taken active participation in Hong Kong's education, social activities and development. Mr. Choy has been appointed to the public positions below:

- Chief President of the Leadership Institute on Narcotics organised by Narcotics Bureau of Hong Kong Police Force since 2021;
- Honorary President for Hong Kong Police Force Honorary President Council of MongKok District Junior Police Call since 2018;
- Scholarship committee member of the Future Stars — Upward Mobility Scholarship organised by HKSAR Commission on Poverty since 2019;
- Mentor of Future Stars — the Future Stars Mentoring Programme organised by HKSAR Commission on Poverty since 2021;
- SC.Net member of the Community Investment and Inclusion Fund organised by HKSAR's Labour and Welfare Bureau since 2020;
- Advisor of HKSAR Auxiliary Medical Service Officers' Club in Kwai Tsing District since 2018;
- Liaison Officer I (KTY), HKSAR Auxiliary Medical Service since 2021;
- Chief Supervisor of Hong Kong Road Safety Patrol in Kowloon West District since 2022;
- Commander of Hong Kong Road Safety Patrol in Kowloon City District since 2022;
- Committee member of The Kowloon City District Road Safety Campaign Committee since 2022;
- Healthy City Steering Committee Member in Kwun Tong District since 2016;
- Mentor of Mentorship Programme of Chinese University of Hong Kong since 2021;
- Committee member of the Advisory Board on College General Education, United College of The Chinese University of Hong Kong since 2023;
- Committee Member of Advisory Committee of "Start-up and SME Resource Centre (SSRC)" of the School of Business of The Hang Seng University of Hong Kong since 2024;
- Manager of Ning Po College Incorporated Management Committee since 2012;

- Chairman of Ning Po College Alumni Association Education Fund Executive Committee since 2010;
- Director of Tien Dao Worldwide Organisations Limited since 2019;
- Director of Tien Dao Publishing House Limited since 2017;
- Counselor of GoodNews Communication International Ltd since 2021; and
- Vice President of The Karatedo Federation of Hong Kong, China Limited since 2023.

Mr. Choy is the spouse of Ms. Ho (executive Director, Vice Chairman, Co-CEO and marketing director of the Group) and the brother-in-law of Mr. Ho Chun Kit, Saxony (a former executive Director resigned on 20 September 2024 and currently a business development director of the Group).

As at the Latest Practicable Date, Beatitudes was beneficially interested in 443,115,000 Shares, representing approximately 58.15% of the total number of issued Shares. Each of Mr. Choy and Ms. Ho owns 50% of the issued share capital of Beatitudes, respectively. Accordingly, each of Mr. Choy and Ms. Ho is deemed to be interested in 443,115,000 Shares held by Beatitudes for the purpose of SFO.

Mr. Choy had entered into a service contract with the Company for a term of three years. Mr. Choy is currently entitled to a monthly basic salary and allowance of HK$133,000 and RMB40,000 from the Group and a discretionary bonus. His emolument was determined by the Board by reference to his experience, responsibilities and duties within the Company. Mr. Choy is subject to retirement by rotation and re-election at the 2025 AGM in accordance with the Articles of Association. The aggregate emolument of Mr. Choy received from the Group for the Year amounted to HK$2,279,000.

Prof. Luk Ting Kwong (陸定光), aged 70, was appointed as an INED with effect from 20 July 2016. He is the chairman of the Nomination Committee and a member of the Audit Committee. Prof. Luk is responsible for providing independent advice to the Board. Prof. Luk received the degrees of Master of Business Administration and Doctor of Philosophy from the University of New South Wales in October 1985 and May 2001, respectively.

Prof. Luk has been a Professor of Marketing and supervisor of doctoral students at the Emlyon Business School (France) since January 2019. He is a brand guru and has extensive brand and marketing management experience in Hong Kong and the Mainland China. He is the founder of the Asian Centre for Brand Management (currently known as Asian Centre for Branding & Marketing) at The Hong Kong Polytechnic University. He has been appointed as a member of the Technical Advice Committee of the Hong Kong Brand Development Council and a consultant at the Federation of Hong Kong Brands since April 2008. He is also the Independence Code of Administrator of the Hong Kong Direct Marketing Association. Prof. Luk is currently a director of Sherriff & Associates Co. Ltd. (Hong Kong).

Prof. Luk had entered into a service contract with the Company for a term of three years. Prof. Luk is currently entitled to a monthly Director's fee of HK$15,000 and discretionary bonus, subject to the determination of the Board and approval of the Shareholders in general meeting. His emolument was determined by the Board by reference to his experience, responsibilities and duties within the Company. Prof. Luk is subject to retirement by rotation and re-election at the 2025 AGM in accordance with the Articles of Association. The aggregate emolument of Prof. Luk received from the Company for the Year amounted to HK$180,000.

Prof. Luk confirmed that he meets the independence criteria set out in Rule 3.13 of the Listing Rules. Prof. Luk also confirmed that he has no past or present financial or other interest in the business of the Company or its subsidiaries and has no connection with any core connected person (as defined in the Listing Rules) of the Company, and that there are no other factors that may affect his independence.

Dr. Wan Cho Yee (尹祖伊), aged 56, was appointed as an INED with effect from 20 July 2016. He is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. Dr. Wan is responsible for providing independent advice to the Board. He received the degrees of Bachelor of Science in Business Administration and Master of Business Administration from San Francisco State University in January 1994 and May 1995, respectively. He also received the degree of Doctor of Business Administration from the Hong Kong Baptist University in November 2019.

Dr. Wan is the Founder of ECOACH Limited which provides training and consultancy services to different corporations, non-profit organisations and government departments in Hong Kong and the Mainland China, covering the topics of leadership, management, innovation and strategy. Besides, he is an Adjunct Lecturer of Hong Kong University SPACE teaching the topics of entrepreneurship, leading change and cultural management.

Dr. Wan had entered into a service contract with the Company for a term of three years. Dr. Wan is currently entitled to a monthly Director's fee of HK$15,000 and discretionary bonus, subject to the determination of the Board and approval of the Shareholders in general meeting. His emolument was determined by the Board by reference to his experience, responsibilities and duties within the Company. Dr. Wan is subject to retirement by rotation and re-election at the 2025 AGM in accordance with the Articles of Association. The aggregate emolument of Dr. Wan received from the Company for the Year amounted to HK$180,000.

Dr. Wan confirmed that he meets the independence criteria set out in Rule 3.13 of the Listing Rules. Dr. Wan also confirmed that he has no past or present financial or other interest in the business of the Company or its subsidiaries and has no connection with any core connected person (as defined in the Listing Rules) of the Company, and that there are no other factors that may affect his independence.

General

Save as disclosed above, each of the retiring Directors confirms with respect to him that as at the Latest Practicable Date: (i) he had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he did not hold other positions in the Company or other members of the Group; (iii) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) he did not have any interests in the Shares within the meaning of Part XV of the SFO.

This appendix serves as an explanatory statement as required by Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2025 AGM granting the Repurchase Mandate.

The Listing Rules permit companies whose primary listing on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 762,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the 2025 AGM, the Directors would be authorised to repurchase up to a maximum of 76,200,000 Shares, representing 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. STATUS OF REPURCHASED SHARES

If the Company repurchase any Shares pursuant to the Repurchase Mandate, the Company may cancel such Shares and/or hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time of such repurchase. For the avoidance of doubt, pursuant to the applicable laws of the Cayman Islands, treasury shares must be held in the name of the Company.

For those treasury shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any shareholders' rights or receive any entitlements in respect of such treasury shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such treasury shares; and (ii) in case of dividends or distributions, the Company shall give instructions to the Hong Kong branch share registrar and transfer office to exclude such treasury shares in determining HKSCC's entitlements to the dividends or distributions and notify (or procure the relevant broker to notify) HKSCC the number of treasury shares held with CCASS, or alternatively, withdraw the treasury shares from CCASS and either register them in the Company's own name or cancel them, in each case before the record date for the dividend or distributions.

6. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the memorandum and articles of association of the Company for such purpose.

7. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 March 2025, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

8. SHARE PRICES

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

Month	Traded Price (HK$) Highest	Lowest
2024		
July	0.250	0.230
August	0.255	0.232
September	0.260	0.225
October	0.250	0.214
November	0.250	0.205
December	0.224	0.180
2025		
January	0.230	0.205
February	0.233	0.185
March	0.290	0.234
April	0.320	0.255
May	0.345	0.270
June	0.380	0.335
July (up to and including the Latest Practicable Date)	0.400	0.365

9. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, have any present intention to sell to the Company any of the Shares if the Repurchase Mandate is approved at the 2025 AGM.

10. CONFIRMATION OF THE DIRECTORS

The Directors confirm that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Directors also confirm that neither the explanatory statement on the Repurchase Mandate nor the proposed share repurchase has any unusual features.

11. EFFECT OF THE TAKEOVERS CODE

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

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Beatitudes was beneficially interested in 443,115,000 Shares, representing approximately 58.15% of the total number of issued Shares. Each of Mr. Choy, an executive Director, the Chairman and a Co-CEO, and Ms. Ho, an executive Director, the Vice Chairman and a Co-CEO and the spouse of Mr. Choy, owns 50% of the issued share capital of Beatitudes, respectively. Accordingly, each of Mr. Choy and Ms. Ho was deemed or taken to be interested in all the Shares which were beneficially owned by Beatitudes for the purpose of the SFO. In the event that the Directors will exercise in full the Repurchase Mandate, the interests in the Company of each of Mr. Choy, Ms. Ho and Beatitudes would be increased to approximately 64.61% of the total number of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no issue of Shares to any independent third party(ies) between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the aggregate amount of the issued Shares in the public hands further falling below the prescribed minimum percentage of 25% as required by the Stock Exchange. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the issued Shares (excluding treasury shares, if any).

12. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

澳至尊
AUSupreme

Ausupreme International Holdings Limited

澳至尊國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2031)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Ausupreme International Holdings Limited (the "**Company**" and the "**2025 AGM**", respectively) will be held at Room A, The LU+, 3/F, LU Plaza, 2 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 12 September 2025 at 3:00 p.m. (or the adjournment thereof) for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 March 2025.

2. To approve the payment of a final dividend of HK2 cents per share of the Company for the year ended 31 March 2025.

3. (a) To re-elect Mr. Choy Chi Fai as an executive director of the Company.

   (b) To re-elect Prof. Luk Ting Kwong as an independent non-executive director of the Company.

   (c) To re-elect Dr. Wan Cho Yee as an independent non-executive director of the Company.

4. To authorise the board of directors of the Company to fix the remuneration of the directors for the year ending 31 March 2026.

5. To re-appoint Asian Alliance (HK) CPA Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix its remuneration.

6. 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 below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the "**Shares**") or securities convertible into or exchangeable for Shares, or options, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution above 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 offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles of Association**") in force from time to time, shall not exceed 20% of the aggregate number of the Shares in issue (excluding treasury shares, if any) as at the date of the passing of this Resolution and such approval shall be limited accordingly; 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 expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable laws; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

"**Rights Issue**" means an offer of Shares, or offer or issue of options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, 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 applicable to the Company)."

7. 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 below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**Commission**") and the Stock Exchange for this purpose, subject to and in accordance with the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

(b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) 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 expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable laws; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in general meeting."

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

"**THAT** conditional upon Resolutions no. 6 and 7 set out in the notice convening this meeting (the "**Notice**") being passed, the general mandate granted to the directors of the Company pursuant to Resolution no. 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the "**Shares**") repurchased under the authority granted pursuant to Resolution no. 7 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing this Resolution."

By Order of the Board
Ausupreme International Holdings Limited
Choy Chi Fai
Chairman, Executive Director and
Co-Chief Executive Officer

Hong Kong, 30 July 2025

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

Head Office and Principal Place of Business in Hong Kong:
Office E, 30/F., EGL Tower
83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Notes:

1. Any member of the Company (the "**Member**" or the "**Shareholder**") entitled to attend and vote at the 2025 AGM is entitled to appoint one (or, if he/she/it holds two or more shares of the Company (the "**Shares**"), more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the 2025 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.

2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the 2025 AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the 2025 AGM, the form of proxy will be deemed to have been revoked.

3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2025 AGM or its adjournment.

4. For the purpose of ascertaining Shareholders' entitlement to attend and vote at the 2025 AGM, the register of members of the Company (the "**Register of Members**") will be closed from Tuesday, 9 September 2025 to Friday, 12 September 2025 (both days inclusive), during which period no transfer of Shares will be effected. The record date for determining the entitlement of the Shareholders to attend and vote at the 2025 AGM will be Friday, 12 September 2025. In order to qualify for attending and voting at the 2025 AGM, all transfer documents accompanied with the relevant share certificates must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Monday, 8 September 2025. For the avoidance of doubt, holders of treasury shares of the Company (if any) should abstain from voting at the 2025 AGM.

5. Conditional on the passing of Resolution no. 2 above by the Members at the 2025 AGM and for determining the entitlement of the Members to receive the final dividend, the Register of Members will be closed from Monday, 22 September 2025 to Wednesday, 24 September 2025 (both days inclusive), during which period no transfer of Shares will be effected. The record date for determining the entitlement to the final dividend will be Wednesday, 24 September 2025. To qualify for receiving the final dividend, all transfer documents accompanied with the relevant share certificates must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 September 2025. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to receive such final dividend once passed in the 2025 AGM.

6. In relation to the proposed Resolution no. 6 above, approval is being sought from the Members for the grant to the directors of the Company (the "**Directors**") of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**" and the "**Listing Rules**", respectively).

7. In relation to the proposed Resolution no. 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Company's circular dated 30 July 2025.

8. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.

9. In case of joint holders of a Share, any one of such joint holders may vote, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the 2025 AGM personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such Share shall alone be entitled to vote in respect thereof.

10. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force on the date of the 2025 AGM, the 2025 AGM will be postponed and the Members will be informed of the date, time and venue of the postponed 2025 AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.

(b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours or more before the time fixed for holding the 2025 AGM and where conditions permit, the 2025 AGM will be held as scheduled.

(c) The 2025 AGM will be held as scheduled when a tropical cyclone warning signal No.3 or below or an amber or red rainstorm warning signal is in force.

(d) After considering their own situations, the Members should decide on their own as to whether they would attend the 2025 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.