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If you have sold or transferred all your shares in **Uni-President China Holdings Ltd.**, you should at once hand or forward this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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UNI-PRESIDENT CHINA HOLDINGS LTD.

統一企業中國控股有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 220)

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; DECLARATION OF FINAL DIVIDEND; PROPOSED RE-ELECTION OF DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 10:00 a.m. (Hong Kong time) on Friday, 6 June 2025 at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 21 to 27 of this circular.

Whether or not you intend to attend and/or vote at the Annual General Meeting (or its adjournment) in person, you are requested to complete the form of proxy for use by the Shareholders at the Annual General Meeting in accordance with the instructions printed thereon and return it to the 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 practicable but in any event by 10:00 a.m. (Hong Kong time) on Wednesday, 4 June 2025 or not later than 48 hours before the time appointed for holding the adjourned meeting (if any). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

13 May 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	4
Proposed grant of General Mandate, Repurchase Mandate and Extension Mandate	5
Proposed re-election of Directors	6
Declaration of Final Dividend	8
Closure of register of members	8
Actions to be taken	9
Voting by poll	9
Recommendation	9
General Information	10
Responsibility Statement	10
Appendix I — Explanatory statement for the Repurchase Mandate	11
Appendix II — Details of Retiring Directors proposed to be re-elected at the Annual General Meeting	16
Notice of Annual General Meeting	21

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company convened to be held at 10:00 a.m. (Hong Kong Time) on Friday, 6 June 2025 at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong or any adjournment thereof (as the case may be), the notice of which is set out on pages 21 to 27 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Branch Share Registrar”	Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Cayman President”	Cayman President Holdings Ltd., a company incorporated in the Cayman Islands and the controlling shareholder of the Company
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Company”	Uni-President China Holdings Ltd. (統一企業中國控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) of up to a maximum of 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	7 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares on the Stock Exchange, the aggregate number of which shall not exceed 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution at the Annual General Meeting
“Rule Amendments”	the amendments to the Listing Rules pursuant to the “Consultation Conclusions on Proposed Amendments to Listing Rules Relating to Treasury Shares” published by the Stock Exchange on 12 April 2024, which came into effect on 11 June 2024
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“UPE”	Uni-President Enterprises Corporation* (統一企業股份有限公司), a limited liability company incorporated under the laws of Taiwan on 25 August 1967 whose common shares were listed on the Taiwan Stock Exchange Corporation on 28 December 1987 (Stock Code: 1216), which is the ultimate controlling shareholder of the Company and is deemed or taken to be interested in (through Cayman President and two other subsidiaries) approximately 72.93% of the issued share capital of the Company as at the Latest Practicable Date by virtue of Part XV of the SFO
“UPE Group”	UPE, its subsidiaries and/or any company in the equity capital of which UPE and/or any of its subsidiaries taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other threshold as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the voting power at general meetings from time to time, but excluding members of the Group
“US\$”	US dollars, the lawful currency of the United States of America
“%”	per cent

* For identification purpose only

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

LETTER FROM THE BOARD



UNI-PRESIDENT CHINA HOLDINGS LTD.

統一企業中國控股有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 220)

Executive Directors:

LO Chih-Hsien (*Chairman*)

LIU Xinhua (*President*)

Non-executive Directors:

CHEN Kuo-Hui

CHIEN Chi-Lin

Independent non-executive Directors:

CHANG, Karen Yi Fen

CHEN Sun-Te

CHEN Johnny

FAN Ren-Da, Anthony

LO Peter

Registered office:

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

Principal place of business

in Hong Kong:

Unit 703A, 7/F

Golden Centre

188 Des Voeux Road Central

Hong Kong

13 May 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
DECLARATION OF FINAL DIVIDEND;
AND
PROPOSED RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposals for (i) granting of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the declaration of final dividend for the year ended 31 December 2024; (iii) re-election of Directors at the Annual General Meeting; and (iv) to give you notice of the Annual General Meeting.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 31 May 2024, resolutions were passed for approving, inter alia, the grant of general mandates to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares and to repurchase Shares. These general mandates continue to be valid and remain in force until the conclusion of the Annual General Meeting.

On 12 April 2024, the Stock Exchange published conclusions to its consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares”. The Rule Amendments came into effect on 11 June 2024 which has the effect of, among others, removing the requirements to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents and adopting a framework in the Listing Rules to govern the resale of treasury shares (“**New Treasury Share Regime**”). The Directors consider that the New Treasury Share Regime will provide greater flexibility to the Company in repurchasing and reselling Shares thereby allowing the Company an additional channel to manage its capital structure.

Accordingly, at the Annual General Meeting, an ordinary resolution will be proposed to grant the General Mandate to the Directors to allot, issue and deal with the Shares (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) of not exceeding 20% of the number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution. At the Annual General Meeting, an ordinary resolution will also be proposed to grant the Repurchase Mandate to the Directors to repurchase Shares not exceeding 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of such resolution.

Subject to the passing of the ordinary resolutions to approve the General Mandate and the Repurchase Mandate at the Annual General Meeting, an ordinary resolution regarding the Extension Mandate will also be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate.

LETTER FROM THE BOARD

Based on 4,319,334,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Share will be issued and no Share will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting:

- (1) subject to the passing of the proposed resolution for approving the General Mandate, the Directors will be authorized to issue up to a maximum of 863,866,800 Shares, representing 20% of the Shares in issue (excluding treasury shares, if any) as at the Latest Practicable Date, pursuant to the General Mandate; and
- (2) subject to the passing of the proposed resolution for approving the Repurchase Mandate, the Directors will be authorised to repurchase up to a maximum of 431,933,400 Shares, representing 10% of the Shares in issue (excluding treasury shares, if any) as at the Latest Practicable Date, pursuant to the Repurchase Mandate.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed resolution to grant to the Directors the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

Each of the General Mandate and the Repurchase Mandate, if approved, will continue to be in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands and/or the Articles of Association; or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 130 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, each of Dr. Fan Ren-Da, Anthony (“**Dr. Fan**”), Mr. Lo Peter (“**Mr. Lo**”) and Mr. Chen Johnny (“**Mr. Chen**”) will retire by rotation at the Annual General Meeting. Each of Dr. Fan, Mr. Lo and Mr. Chen, being eligible, will offer himself for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Furthermore, pursuant to Article 114 of the Articles of Association, Ms. Chang, Karen Yi Fen (**“Ms. Chang”**), who was appointed as an independent non-executive Director with effect from 7 May 2025, shall hold office only until the Annual General Meeting and, being eligible, will offer herself for re-election at the Annual General Meeting.

The nomination committee (**“Nomination Committee”**) of the Board had reviewed the past performance and the overall contribution of each of Dr. Fan, Mr. Lo, Mr. Chen and Ms. Chang to the Company. The Nomination Committee has also reviewed the letter of confirmation of independence pursuant to Rule 3.13 of the Listing Rules given by each of Dr. Fan, Mr. Lo, Mr. Chen and Ms. Chang, and was of the view that each of Dr. Fan, Mr. Lo, Mr. Chen and Ms. Chang met the independence guidelines set out in Rule 3.13 of the Listing Rules.

Based on the board diversity policy (**“Board Diversity Policy”**) and the director nomination policy (**“Director Nomination Policy”**) of the Company, the Nomination Committee considered that each of Dr. Fan, Mr. Lo, Mr. Chen and Ms. Chang could contribute to the diversity of the Board, in particular, with their diverse business and professional background. The Board believes that it could make good use of the differences in the gender, talents, skills, knowledge, regional and industry experience, professional experience, cultural and educational background of each of Dr. Fan, Mr. Lo, Mr. Chen, and Ms. Chang.

Despite each of Dr. Fan, Mr. Lo and Mr. Chen has served as an independent non-executive Director for more than nine years since 9 August 2007, 14 November 2007 and 1 December 2015 respectively, the Nomination Committee considered their extensive knowledge and expertise in the business management, China market and financial industry brought valuable insights to the Board. In addition, their diverse background, including managerial positions previously held in prominent corporations, demonstrates their ability to provide independent and informed perspectives on matters related to management and corporate governance of the Company.

Throughout the respective tenure of Dr. Fan, Mr. Lo and Mr. Chen serving as an independent non-executive Director, they have consistently demonstrated impartiality and objectivity in their decision-making process. The Board considered that they have acted in the best interests of the Company and the Shareholders and provided constructive criticism to the Board when necessary. Furthermore, each of Dr. Fan, Mr. Lo and Mr. Chen does not involve in any relationship (including financial, business, family or other material relationship) with any other Directors or circumstance which would interfere the exercise of his independent judgment, therefore the Board is of the opinion that despite each of Dr. Fan, Mr. Lo and Mr. Chen has served the Company as an independent non-executive Director for more than nine years since 9 August 2007, 14 November 2007 and 1 December 2015 respectively, each of them has the required integrity and independence to continue to fulfil the role of an independent non-executive Director.

LETTER FROM THE BOARD

By virtue of the aforementioned, the Board is of the view that the re-election of each of Dr. Fan, Mr. Lo and Mr. Chen as a Director is in the best interest of the Company and its Shareholders as a whole and recommend each of them to be re-elected as a Director at the Annual General Meeting.

The biographical information of each of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

DECLARATION OF FINAL DIVIDEND

Subject to the approval of the Shareholders at the Annual General Meeting, the Board recommended the payment of a final dividend of RMB42.81 cents per Share for the year ended 31 December 2024. The proposed final dividend shall be declared in RMB and paid in Hong Kong dollars. The actual amount of dividend payable in Hong Kong dollars will be calculated based on the average exchange rate of USD/CNY (HK) spot rate and the average exchange rate of USD/HKD spot rate as published by The Treasury Markets Association for the five business days in Hong Kong immediately preceding the date of the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 2 June 2025 to Friday, 6 June 2025 (both days inclusive) in order to determine the entitlement of the Shareholders to attend the Annual General Meeting, during which period no transfer of the Shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged with the 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, not later than 4:30 p.m. on Friday, 30 May 2025.

Subject to the Shareholders' approval of the payment of the final dividend at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 12 June 2025 to Monday, 16 June 2025 (both days inclusive) in order to determine the entitlement of the Shareholders to receive the final dividend, during which period no transfer of the Shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at the above address not later than 4:30 p.m. on Wednesday, 11 June 2025.

Subject to the approval of the Shareholders at the Annual General Meeting, the final dividend will be paid on or around Wednesday, 25 June 2025 to Shareholders whose names appear on the register of members of the Company on Monday, 16 June 2025.

LETTER FROM THE BOARD

ACTIONS TO BE TAKEN

Set out on pages 21 to 27 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate;
- (b) the declaration of final dividend for the year ended 31 December 2024; and
- (c) the re-election of Directors.

Whether or not you intend to attend and/or vote at the Annual General Meeting (or its adjournment) in person, you are requested to complete the form of proxy for use by the Shareholders at the Annual General Meeting in accordance with the instructions printed thereon and return the same to the 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 practicable and in any event by 10:00 a.m. (Hong Kong time) on Wednesday, 4 June 2025 or not later than 48 hours before the time appointed for holding the adjourned meeting (if any). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

VOTING BY POLL

Pursuant to the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. After the conclusion of the Annual General Meeting, the results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.uni-president.com.cn).

RECOMMENDATION

The Directors consider that the proposals regarding the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate, the declaration of final dividend for the year ended 31 December 2024 and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL INFORMATION

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

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.

Yours faithfully,
On behalf of the Board
Uni-President China Holdings Ltd.
LO Chih-Hsien
Chairman

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all information reasonably necessary which enables them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by passing an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 4,319,334,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no new Shares are issued and no Shares are repurchased for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Directors will be authorised to repurchase up to a maximum of 431,933,400 Shares, representing 10% of the number of issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date, pursuant to the Repurchase Mandate.

Pursuant to the Rule Amendments, the Company may cancel Shares repurchased or hold Shares repurchased as treasury shares, subject to market conditions and the capital management needs of the Group at the relevant time of the repurchase(s).

For the treasury shares to be deposited with CCASS pending resale on the Stock Exchange, the Company shall:

- (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and

- (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

3. REASONS FOR THE REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders which enables the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Such repurchases may, depending on the then market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such repurchase in accordance with the Articles of Association, the Listing Rules, the laws of the Cayman Islands and other applicable laws. Repurchases pursuant to the Repurchase Mandate will be made out of funds of the Company legally permitted to be utilised in this connection, including the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of Shares made for such purpose.

5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2024, being the date to which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange in the previous twelve months and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	6.12	5.59
May	7.39	5.91
June	7.55	6.29
July	7.37	6.08
August	6.96	6.08
September	7.56	6.52
October	8.31	7.18
November	7.44	6.64
December	8.17	6.83
2025		
January	8.06	7.21
February	8.82	7.34
March	9.43	7.99
April	9.39	8.05
May (up to the Latest Practicable Date)	9.32	8.85

7. UNDERTAKING

The Directors confirmed that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the Articles of Association.

The Company confirmed that neither this explanatory statement nor the proposed share repurchase has any unusual features.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of the Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

8. CONNECTED PERSONS

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor, any of their close associates have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the Annual General Meeting.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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.

As at the Latest Practicable Date, to the best knowledge of the Directors, UPE was interested in 3,150,436,983 Shares (representing approximately 72.94% of the issued Shares), out of which 3,044,508,000 Shares (representing approximately 70.49% of the issued Shares) were held by Cayman President (a direct wholly-owned subsidiary of UPE), 22,528,983 Shares (representing approximately 0.52% of the issued Shares) were held by President (BVI) International Investment Holdings Ltd. (indirectly owned by UPE as to 69.37%), and 83,400,000 Shares (representing approximately 1.93%) were held by Kai Yu (BVI) Investment Co., Ltd. (an indirect wholly-owned subsidiary of UPE).

On the basis of 4,319,334,000 Shares in issue at the Latest Practicable Date and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, if the Repurchase Mandate is exercised in full, the shareholding in the Company of UPE and Cayman President would be increased to approximately 81.04% and approximately 78.32% of the issued share capital of the Company respectively. The Directors are not aware that such increases would give rise to an obligation to, or any other Shareholder or group of Shareholders acting in concert may become obliged to, make a mandatory offer under the Takeovers Code if the Repurchase Mandate was to be exercised in full. Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Repurchase Mandate, whether in whole or in substantial part, will result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. However, the Directors have no present intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than the prescribed percentage of 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

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

Set out below are the biographical details of each of Dr. Fan Ren-Da Anthony, Mr. Lo Peter and Mr. Chen Johnny, who, being eligible, would offer themselves for re-election at the Annual General Meeting.

Dr. FAN Ren-Da, Anthony

Dr. FAN Ren-Da, Anthony (范仁達) (“Dr. Fan”), aged 64, was appointed as an independent non-executive director of the Company in August 2007. Dr. Fan is the chairman and managing director of AsiaLink Capital Limited and also an independent non-executive director of Technovator International Limited (stock code: 1206), Shanghai Industrial Urban Development Group Limited (stock code: 563), CITIC Resources Holdings Limited (stock code: 1205), Neo-Neon Holdings Limited (stock code: 1868), Semiconductor Manufacturing International Corporation (stock code: 981) and Haitong Securities Co., Ltd.* (stock code: 6837) (delisted). Dr. Fan is also currently a non-executive director of Hilong Holding Limited (stock code: 1623). Dr. Fan had been the independent non-executive director of Tenfu (Cayman) Holdings Company Limited (stock code: 6868) (“**Tenfu**”) since August 2011 and was re-designated as an executive director of Tenfu in May 2021. Dr. Fan was an independent non-executive director of Raymond Industrial Limited (stock code: 229) from December 1994 to May 2021, China Development Bank International Investment Limited (stock code: 1062) from March 2012 to March 2024, 3DG Holdings (International) Limited (formerly known as Hong Kong Resources Holdings Company Limited (stock code: 2882) from September 2008 to February 2024 and China Dili Group (formerly known as Renhe Commercial Holdings Company Limited) (stock code: 1387) (delisted) from August 2008 to August 2024. Some of the said companies are listed on the Main Board of the Stock Exchange. Dr. Fan holds a master’s degree in business administration from the U.S.A. and a PhD degree in Economics.

Dr. Fan entered into an appointment letter with the Company for a term of three years commencing from 9 August 2022 to 8 August 2025 (both days inclusive), subject to retirement by rotation and re-election and in accordance with the Articles of Association. Under such appointment letter, Dr. Fan is entitled to an annual director’s fee of US\$36,000 and other allowance of US\$3,000 per year. The remuneration of Dr. Fan is determined with reference to the Director Nomination Policy, the Board Diversity Policy, his experience and qualification, duties and responsibilities in the Company, the remuneration standard in the industry and the prevailing market conditions.

As at the Latest Practicable Date, Dr. Fan did not have, directly or indirectly, any interest in the Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

* For identification purpose only

Save as disclosed above and as at the Latest Practicable Date, Dr. Fan (i) did not hold any directorships in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years, and other major appointments and professional qualifications; (ii) did not hold any other positions with the Company or its subsidiaries; and (iii) was not connected and had no relationship with any Director, senior management or substantial or controlling shareholder (having the meaning ascribed to it in the Listing Rules) of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in connection with Dr. Fan's re-election at the Annual General Meeting.

Mr. LO Peter

Mr. LO Peter (路嘉星) (“**Mr. Lo**”), aged 69, was appointed as an independent non-executive director of the Company in November 2007. Mr. Lo is also an independent non-executive director of Ajisen (China) Holdings Limited (stock code: 538), and from March 2011 to June 2018, he was the chairman and an executive director of China Outfitters Holdings Limited (stock code: 1146), both of which are listed on the Main Board of the Stock Exchange. Mr. Lo has over 31 years of experience in the business field and holds a bachelor's degree in mathematical economics and econometrics from the London School of Economics and Political Science, the United Kingdom.

Mr. Lo entered into an appointment letter with the Company for a term of three years commencing from 14 November 2022 to 13 November 2025 (both days inclusive), subject to retirement by rotation and re-election and in accordance with the Articles of Association. Under such appointment letter, Mr. Lo is entitled to an annual director's fee of US\$36,000 and other allowance of US\$3,000 per year. The remuneration of Mr. Lo is determined with reference to the Director Nomination Policy, the Board Diversity Policy, his experience and qualification, duties and responsibilities in the Company, the remuneration standard in the industry and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lo did not have, directly or indirectly, any interest in the Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Lo (i) did not hold any directorships in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years, and other major appointments and professional qualifications; (ii) did not hold any other positions with the Company or its subsidiaries; and (iii) was not connected and had no relationship with any Director, senior management or substantial or controlling shareholder (having the meaning ascribed to it in the Listing Rules) of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in connection with Mr. Lo's re-election at the Annual General Meeting.

Mr. CHEN Johnny

Mr. CHEN Johnny (陳志宏) ("Mr. Chen"), aged 65, was appointed as an independent non-executive director of the Company in December 2015. Mr. Chen joined the management of Zurich Insurance Group ("**Zurich**") in 2005. He worked in Zurich from March 2005 to February 2015 in multiple senior managerial roles in the Asia-Pacific region. His last position in Zurich was the chairman of the life and general insurance business in China. Prior to joining Zurich, Mr. Chen was an executive member of the Greater-China Management Board and the Operating Committee of PricewaterhouseCoopers ("**PwC**"), as well as a managing partner of PwC's Beijing office.

Mr. Chen is also an independent non-executive director of each of Alibaba Pictures Group Limited (stock code: 1060) and China Travel International Investment Hong Kong Limited (stock code: 308), all of which are listed on the Main Board of the Stock Exchange. Mr. Chen was the chairman of Convoy Global Holdings Limited ("**Convoy**") (stock code: 1019) (delisted) from December 2017 to March 2021, during which, he was also the executive director of Convoy from December 2017 to December 2020 and had been re-designated as a non-executive director of Convoy from January 2021 to March 2021. From February 2009 to May 2023, he was an independent non-executive director of Stella International Holdings Limited (stock code: 1836), which is listed on the Main Board of the Stock Exchange. Mr. Chen holds a Master of Science Degree in Accounting from the University of Rhode Island and a Bachelor Degree of Accounting from the Johnson & Wales University and is a U.S. certified public accountant.

Mr. Chen entered into an appointment letter with the Company for a term of three years commencing from 1 December 2024 to 30 November 2027 (both days inclusive), subject to retirement by rotation and re-election in accordance with the Articles of Association. Under such appointment letter, Mr. Chen is entitled to an annual director's fee of US\$36,000 and other allowance of US\$3,000 per year. The remuneration of Mr. Chen is determined with reference to the Director Nomination Policy, the Board Diversity Policy, Mr. Chen's experience and qualification, duties and responsibilities in the Company, the remuneration standard in the industry and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chen did not have, directly or indirectly, any interest in the Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Chen (i) did not hold any directorships in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years, and other major appointments and professional qualifications; (ii) did not hold any other positions with the Company or its subsidiaries; and (iii) was not connected and had no relationship with any Director, senior management or substantial or controlling shareholder (having the meaning ascribed to it in the Listing Rules) of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in connection with Mr. Chen's re-election at the Annual General Meeting.

Ms. CHANG, Karen Yi Fen

Ms. Chang, Karen Yi Fen (張挹芬) ("Ms. Chang"), aged 61, has extensive experience in the retail and consumer industry. Ms. Chang has been serving various senior management positions within the retail and consumer industry since 2007. She was the chief executive officer, the chief financial officer and an executive director of Pou Sheng International (Holdings) Limited, the shares of which are listed on the Stock Exchange (stock code: 3813), from November 2007 to April 2012. Ms. Chang acted as a non-executive director in Jack Wolfskin Trading (Shanghai) Co., Ltd. (the "**Jack Wolfskin**") for two years since August 2015 and also served as the chief executive officer of Jack Wolfskin from August 2017 to March 2022. From January 2013 to January 2016, Ms. Chang was the chief executive officer of Natural Beauty Bio-Technology Limited, the shares of which are listed on the Stock Exchange (stock code: 157). Ms. Chang is currently an independent non-executive director of Sun Art Retail Group Limited, the shares of which are listed on the Stock Exchange (stock code: 6808).

In addition, during the period from 1992 to 2006, Ms. Chang served at various corporations in the field of management consultancy and investment banking, including the KPMG, Jardine Fleming, Merrill Lynch and Credit Suisse.

Ms. Chang obtained a bachelor's degree in Arts in English Literature from Fu-Jen Catholic University in Taiwan in 1986 and a master's degree in Business Administration, majoring in Finance and Investments, from the George Washington University in Washington D.C. of the United States in 1988.

Ms. Chang entered into a letter of appointment with the Company for a term of three years commencing from 7 May 2025 to 6 May 2028 (both days inclusive), subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. According to such letter of appointment, Ms. Chang is entitled to an annual director's fee of USD36,000 and other allowance of USD3,000 per year. The remuneration of Ms. Chang is determined with reference to the Director Nomination Policy, the Board Diversity Policy, Ms. Chang's experience and qualification, duties and responsibilities in the Company, the remuneration standard in the industry and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Chang did not have, directly or indirectly, any interest in the Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Ms. Chang (i) did not hold any directorships in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years, and other major appointments and professional qualifications; (ii) did not hold any other positions with the Company or its subsidiaries; and (iii) was not connected or had no relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter relating to the re-election of Ms. Chang that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

NOTICE OF ANNUAL GENERAL MEETING



UNI-PRESIDENT CHINA HOLDINGS LTD. 統一企業中國控股有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 220)

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Uni-President China Holdings Ltd. (“**Company**”) will be held at 10:00 a.m. (Hong Kong time) on Friday, 6 June 2025 at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, to consider and, if thought fit, to transact the following businesses:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”, each a “**Director**”) and the auditors (“**Auditors**”) of the Company for the year ended 31 December 2024.
2. To approve and declare a final dividend for the year ended 31 December 2024.
3. To consider the re-election of the following retiring Directors:
 - (a) To re-elect Dr. Fan Ren-Da, Anthony as an independent non-executive Director.
 - (b) To re-elect Mr. Lo Peter as an independent non-executive Director.
 - (c) To re-elect Mr. Chen Johnny as an independent non-executive Director.
 - (d) To re-elect Ms. Chang, Karen Yi Fen as an independent non-executive Director.
4. To authorise the board of Directors (“**Board**”) to fix the remuneration of the Directors.
5. To consider the re-appointment of PricewaterhouseCoopers as the Auditors and authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with the unissued shares (each a “**Share**”) of HK\$0.01 each (including any sale or transfer of treasury shares listed on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) (if any)) in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted, issued or dealt with (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) 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) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined in paragraph (e) below);
 - (ii) the exercise of options granted under the share option scheme or similar arrangement adopted by the Company from time to time;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (“**Articles of Association**”) of the Company and other relevant regulations in force from time to time; or
- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed the aggregate of:

- (aa) 20% of the number of the issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of issued shares of the Company which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of the issued shares of the Company (excluding treasury shares, if any) on the date of the passing of this resolution); and
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (c) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (e) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which such mandate granted under this resolution is revoked or varied 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 the holders of Shares or any class of Shares 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 as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses 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, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase shares (each a “**Share**”) of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“**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 (“**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (b) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of 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 of the Company:

“**THAT** conditional upon resolutions numbered 6 and 7 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with the unissued shares of the Company (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) pursuant to resolution numbered 6 above be and is hereby extended by the addition to the aggregate number of shares of HK\$0.01 each of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of the aggregate number of shares of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 7 above.”

Yours faithfully
On behalf of the Board
Uni-President China Holdings Ltd.
LO Chih-Hsien
Chairman

Hong Kong, 13 May 2025

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal place of business

in Hong Kong:
Unit 703A, 7/F., Golden Centre
188 Des Voeux Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company. A member (whether or not a recognised clearing house) may appoint any number of proxies to attend in his/her/its stead at the Meeting.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the branch share registrar and transfer office ("**Branch Share Registrar**") of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) by 10:00 a.m. (Hong Kong time) on Wednesday, 4 June 2025 or not later than 48 hours before the time appointed for holding the adjourned meeting (if any).
4. In order to determine the right to attend the Meeting, the register of members of the Company will be closed from Monday, 2 June 2025 to Friday, 6 June 2025 (both days inclusive), during which period no transfer of the Shares will be effected. In order to be qualified for the attendance of the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 30 May 2025.
5. Subject to the approval by the shareholders of the Company of the declaration of the final dividend at the Meeting, the register of members will be closed from Thursday, 12 June 2025 to Monday, 16 June 2025 (both days inclusive). In order to determine the entitlement of the shareholders of the Company to receive the final dividend, during the said period no transfer of Shares will be effected. In order to be qualified for the entitlement to receive the final dividend, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 11 June 2025.
6. Completion and return of the form of proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof should he/she/it so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

7. In relation to resolutions numbered 6 and 8 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares (including any sale or transfer of treasury shares listed on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), if any) in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”). The Directors have no immediate plan to allot and issue any new Shares other than Shares which may fall to be allotted and issued upon exercise of the subscription rights attached to options which may be granted under any share option scheme or any scrip dividend scheme which may be adopted or approved by the shareholders of the Company.
8. In relation to resolution numbered 7 above, approval is being sought from shareholders of the Company for the grant to the Directors of a general mandate to repurchase Shares in accordance with all applicable laws and the Listing Rules. The Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company.
9. Each of the above resolutions will be voted by way of poll as required by the Listing Rules.

As at the date of this notice, the Board comprised Mr. Lo Chih-Hsien and Mr. Liu Xinhua as executive directors; Mr. Chen Kuo-Hui and Ms. Chien Chi-Lin as non-executive directors; and Mr. Chen Johnny, Mr. Chen Sun-Te, Dr. Fan Ren-Da, Anthony, Mr. Lo Peter and Ms. Chang, Karen Yi Fen as independent non-executive directors.