

---

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

---

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

If you have sold or transferred all your shares in Sa Sa International Holdings Limited (the “Company”), you should at once hand this circular together with the attached proxy form and the annual report of the Company for the year ended 31 March 2021 (the “Annual Report”) 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**SA SA INTERNATIONAL HOLDINGS LIMITED**

**莎莎國際控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 178)**

**NOTICE OF ANNUAL GENERAL MEETING,  
PROPOSALS INVOLVING RE-ELECTION OF DIRECTORS,  
AND  
GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES**

---

The notice convening the annual general meeting of the Company to be held at 16/F, V Point, 18 Tang Lung Street, Causeway Bay, Hong Kong on Wednesday, 15 September 2021, at 12:30 p.m. (“AGM”) is set out on pages 4 to 8 of this circular. Whether or not you are able to attend the AGM, you are advised to read the notice and to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event so that it arrives no later than 48 hours before the commencement of the AGM.

Taking into account the continuing risks posed by the coronavirus (COVID-19) pandemic, the Company will implement precautionary measures and special arrangements in respect of the AGM (please find the details on pages 1 to 2).

19 July 2021

---

## SPECIAL ARRANGEMENTS FOR THE AGM

---

Considering the outbreak of COVID-19, the Company will implement the following precautionary measures and special arrangements at the AGM to protect our shareholders, proxies and attendees from the risk of infection. **To the extent permitted under applicable laws, the Company may limit the number of shareholders attending the AGM as the situation evolves.**

### Physical attendance

- Compulsory body temperature check will be conducted for all shareholders, proxies and other attendees at the entrance of the AGM venue. Any person with a fever, exhibiting flu-like symptoms or is otherwise unwell will not be admitted to the AGM venue.
- All shareholders, proxies and other attendees are required to wear a face mask before entering the AGM venue and throughout their attendance of the AGM.
- There may be arrangements for attendees to be seated at different designated areas and attendees are required to maintain social distancing at the AGM.
- Any attendee who declines any of the abovementioned measures will be refused admission to the AGM Venue.
- **No souvenir or coupon will be distributed at the AGM.**
- **No food or drinks will be served or allowed at the AGM.**

Shareholders are requested (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment; (b) to follow any guidelines or requirements of the Government of the Hong Kong SAR relating to COVID-19 in deciding whether or not to attend the AGM; and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19. Shareholders and proxies are also reminded to strictly follow the compulsory quarantine requirement imposed by the Government of the Hong Kong SAR. Persons suspected of breaching quarantine orders will be denied entry and reported.

**Shareholders are strongly encouraged to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.** The proxy form for use at the AGM is attached. In order to be valid, the completed and signed proxy form must be received by the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited ("**Tricor**") at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL (<https://spot-emeeting.tricor.hk/#/301>) by using the username and password provided on the notification letter sent by the Company on 19 July 2021, no later than 48 hours before the commencement of AGM or any adjourned meeting. Non-registered shareholders whose shares are held through the Hong Kong Securities Clearing Company Limited, banks, brokers or other custodians are advised to consult with them directly to assist in the appointment of proxy.

---

## SPECIAL ARRANGEMENTS FOR THE AGM

---

Registered shareholders are requested to provide a valid email address of his or her proxy (except appointment of “The Chairman of the Meeting”) for the proxy to receive the login and access code to participate online to the e-Meeting System.

As an alternative to attend the AGM in person, registered shareholders have the option of joining the AGM via the e-Meeting System. Our e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. It can broaden the reach of the AGM to registered shareholders who do not wish to attend physically due to concerns on attending large scale events under the current COVID-19 situation, or for other overseas registered shareholders who are unable to attend in person.

Through the e-Meeting System, our registered shareholders will be able to view the live video broadcast and participate in voting and submit questions online. Login details and information have been included in our letters to registered shareholders regarding the e-Meeting System.

### **How to attend and vote**

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the AGM in person and vote via smartphone or tablet device at the AGM venue; or
- (2) attend the AGM via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (3) appoint the Chairman of the AGM or other persons as your proxy to vote on your behalf.

Your proxy’s authority and instruction will be revoked if you attend and vote in person at the AGM or via the e-Meeting System.

If you are a non-registered shareholder, you may instruct your banks, brokers or other custodians to appoint a proxy to attend and vote at the AGM on your behalf if you wish.

On-site e-voting system will be used at the AGM to enhance the efficiency in the poll counting process. This is a full paperless AGM process that facilitates easy and intuitive voting procedures for shareholders as well as to allow instant declaration of voting results during the AGM.

**Due to the ever-evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to adopt further changes to the AGM arrangements at short notice. Shareholders are advised to check the websites of the Company (<http://corp.sasa.com>) and HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) for the latest announcement and information relating to the AGM.**

---

LETTER FROM BOARD OF DIRECTORS

---



**SA SA INTERNATIONAL HOLDINGS LIMITED**

**莎莎國際控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 178)**

*Executive Directors*

Dr KWOK Siu Ming Simon, *SBS, JP*  
*(Chairman and Chief Executive Officer)*  
Dr KWOK LAW Kwai Chun Eleanor, *BBS, JP*  
*(Vice-chairman)*  
Dr LOOK Guy *(Chief Financial Officer)*  
Ms KWOK Sze Wai Melody, *MH*

*Non-executive Director*

Ms LEE Yun Chun Marie-Christine

*Independent Non-executive Directors*

Ms KI Man Fung Leonie, *GBS, SBS, JP*  
Mr TAN Wee Seng  
Mr CHAN Hiu Fung Nicholas, *MH, JP*

*Registered office*

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

*Principal place of business  
in Hong Kong*

8<sup>th</sup> Floor, Block B  
MP Industrial Centre  
18 Ka Yip Street  
Chai Wan  
Hong Kong

19 July 2021

Dear Shareholders

On behalf of the Board, it is my pleasure to provide you with details of the AGM to be held at 16/F, V Point, 18 Tang Lung Street, Causeway Bay, Hong Kong on Wednesday, 15 September 2021, at 12:30 p.m.

The notice of AGM and information regarding the business to be considered are set out in this circular. A proxy form for use at the AGM is attached. If you are not able to attend the AGM, you have a right to appoint a proxy to attend and vote on your behalf at the AGM.

The Board considers that the proposed resolutions as set out in the notice of the AGM are in the best interests of the Company and its shareholders as a whole, and recommends you vote in favour of all the resolutions.

All resolutions put to shareholders at the AGM will be voted by way of a poll. The poll results will be posted on the website of the Company and that of the Stock Exchange after the market closes on the day of the AGM.

Yours faithfully  
By order of the Board  
**Sa Sa International Holdings Limited**  
**KWOK Siu Ming Simon**  
*Chairman and Chief Executive Officer*

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### SA SA INTERNATIONAL HOLDINGS LIMITED

莎莎國際控股有限公司

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 178)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Sa Sa International Holdings Limited (the “**Company**”) will be held at 16/F, V Point, 18 Tang Lung Street, Causeway Bay, Hong Kong on Wednesday, 15 September 2021, at 12:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditor’s report for the year ended 31 March 2021.
2. (1) To re-elect the following directors of the Company:
  - (a) Dr LOOK Guy as executive director; and
  - (b) Ms KI Man Fung Leonie as independent non-executive director; and
  - (c) Mr TAN Wee Seng as independent non-executive director.(2) To authorise the board of directors to fix their remuneration.
3. To re-appoint PricewaterhouseCoopers as auditor and to authorise the board of directors to fix its remuneration.
4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:
  - (1) “**THAT:**
    - (a) subject to paragraph (c) below, a general mandate be unconditionally granted to the directors of the Company (“**Directors**”) to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue and deal with additional shares in the Company and to make or grant offers, agreements, options or warrants (including securities convertible into shares of the Company) which would or might require the exercise of such powers;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the mandate in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any options granted under the share option schemes adopted by the Company; (iii) any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue at the date of passing of this resolution (subject to adjustment in the case of any subdivision and consolidation of shares after passing of this resolution) and the said mandate shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the date on which the authority given 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 an issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (2) **“THAT:**
- (a) a general mandate be unconditionally granted to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back or otherwise acquire shares of the Company in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), provided that the total number of shares so bought back and otherwise acquired shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of this resolution (subject to adjustment in the case of any subdivision and consolidation of shares after the passing of this resolution) (the **“Share Buy-back Mandate”**); and
  - (b) for the purposes of this resolution:  
  

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

    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands to be held; and
    - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
- (3) **“THAT** subject to the passing of the ordinary resolutions numbered 4(1) and 4(2) set out in the notice of annual general meeting, the total number of shares of the Company which are bought back or otherwise acquired by the Company pursuant to the said resolution numbered 4(2) shall be added to the total number of shares of the Company which may be issued pursuant to the resolution numbered 4(1).”

By order of the Board  
**Sa Sa International Holdings Limited**  
**MAK Sum Wun Simmy**  
*Company Secretary*

Hong Kong, 19 July 2021

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. Considering the outbreak of COVID-19, the Company will implement the following prevention measures at the AGM to protect our shareholders, proxies and other attendees from the risk of infection. To the extent permitted under applicable laws, the Company may limit the number of shareholders attending the AGM as the situation evolves: (i) compulsory body temperature check will be conducted for all shareholders, proxies and other attendees at the entrance of the AGM venue. Any person with a fever, exhibiting flu-like symptoms or is otherwise unwell will not be admitted to the AGM venue; (ii) all shareholders, proxies and other attendees are required to wear a face mask before entering the AGM venue and throughout their attendance of the AGM; (iii) no souvenir or coupon will be distributed at the AGM; and (iv) no food or drinks will be served or allowed at the AGM. Any attendee who does not comply with the precautionary measures will be denied entry into the AGM venue, at the absolute discretion of the Company. The Company suggests that shareholders may appoint the Chairman of the AGM as a proxy to vote on the relevant resolutions, instead of attending the AGM in person.

**As an alternative to attending the AGM in person, registered shareholders have the option of joining the AGM via the e-Meeting system. The e-Meeting system will allow registered shareholders to attend, view, hear, submit questions and vote online. The e-Meeting system can be accessed from any location with access to the internet via smart phone, tablet device or computer. Login details and information have been included in our letters to registered shareholders regarding the e-Meeting System.**

We are closely monitoring the development of COVID-19 and may implement additional measures which, if necessary, will be announced closer to the date of the AGM.

2. Any member of the Company entitled to attend, speak and vote at a meeting of the Company shall be entitled to appoint one or more proxies (who must be an individual) to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto, but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the relevant joint holding.
4. In order to be valid, the completed and signed proxy form must be received by the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited ("**Tricor**") at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL (<https://spot-emeeting.tricor.hk/#/301>) by using the username and password provided on the notification letter sent by the Company on 19 July 2021, no later than 48 hours before the time appointed for holding the above meeting or any adjourned meeting. If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to Tricor together with the proxy form. In the case of a corporation, the proxy form must either be executed under its company stamp or be signed by an officer or agent duly authorised in writing.
5. Registered shareholders are requested to provide a valid email address of his or her proxy (except appointment of "The Chairman of the Meeting") for the proxy to receive the login and access code to participate online to the e-Meeting System.
6. For the purpose of ascertaining eligibility to attend, speak and vote at the annual general meeting to be held on Wednesday, 15 September 2021, the register of members of the Company will be closed from Friday, 10 September 2021 to Wednesday, 15 September 2021, both dates inclusive, during which period no transfer of shares of the Company will be effected. To be eligible to attend, speak and vote at the above meeting (or at any adjournment of it), all transfers accompanied by the relevant share certificates must be lodged with Tricor, not later than 4:30 p.m. on Thursday, 9 September 2021.



---

## NOTICE OF ANNUAL GENERAL MEETING

---

7. If a Typhoon Signal No. 8 or above remains hoisted or a Black Rainstorm Warning Signal is in force at 9:00 a.m. on the date of the annual general meeting, the annual general meeting will be postponed or adjourned. The Company will post an announcement on the website of the Company and that of the Stock Exchange to notify shareholders of the details of the rescheduled meeting.

The annual general meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should make their own decision as to whether they would attend the annual general meeting under bad weather conditions bearing in mind their own situation.

As at the date of this notice, the directors of the Company are:

***Executive Directors***

Dr KWOK Siu Ming Simon, *SBS, JP (Chairman and Chief Executive Officer)*

Dr KWOK LAW Kwai Chun Eleanor, *BBS, JP (Vice-chairman)*

Dr LOOK Guy (*Chief Financial Officer*)

Ms KWOK Sze Wai Melody, *MH*

***Non-executive Director***

Ms LEE Yun Chun Marie-Christine

***Independent Non-executive Directors***

Ms KI Man Fung Leonie, *GBS, SBS, JP*

Mr TAN Wee Seng

Mr CHAN Hiu Fung Nicholas, *MH, JP*

---

## BUSINESS OF THE MEETING AND BOARD RECOMMENDATIONS

---

### RESOLUTION 1 – RECEIVING THE AUDITED FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company together with the report of the directors and the independent auditor's report for the year ended 31 March 2021 are set out in the Annual Report which are available in English and Chinese on the Company's website at <http://corp.sasa.com> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The financial statements have been reviewed by the Audit Committee and audited by PricewaterhouseCoopers (“**PwC**”).

### RESOLUTION 2 – RE-ELECTION OF DIRECTORS

In accordance with the articles of association of the Company, Dr LOOK Guy, Ms KI Man Fung Leonie and Mr TAN Wee Seng will retire by rotation at the AGM and, being eligible, all of them have agreed to offer themselves for re-election at the AGM.

#### **Directors who have served for more than nine years**

Ms KI Man Fung Leonie was first appointed as an independent non-executive director (“**INED**”) on 15 December 2006 and has served on the Board for more than nine years. Mr TAN Wee Seng was first appointed as a non-executive director on 11 March 2010 and re-designated as an INED on 26 June 2012. He has also served on the Board for more than nine years.

Although both Ms Ki and Mr Tan have been on the Board for over nine years, it is well recognised that an individual's independence cannot be determined arbitrarily on the basis of a set period of time. The Nomination Committee and the Board have reviewed the annual written independence confirmation of Ms Ki and Mr Tan and assessed their independence based on the independence guidelines set out in rule 3.13 of the Listing Rules, and noted that none of the factors set out in rule 3.13 applies. Ms Ki and Mr Tan do not hold cross-directorships nor do they have significant links with other Directors through involvement in other companies or bodies.

In assessing the independence of Ms Ki and Mr Tan, the Board and the Nomination Committee noted that they have always expressed their views independently, objectively and impartially, constructively challenging the views of the other Directors and testing the arguments whenever necessary. Their length of service also means they have in depth knowledge of the Company and the challenges that it faces which assisted greatly with the determination of long term goals and strategies. The Board is satisfied that Ms Ki and Mr Tan remain independent despite their years of service and that they will continue to effectively contribute as board members.

The Nomination Committee recommended the Board to propose that Ms Ki and Mr Tan be re-elected as independent non-executive directors at the AGM.

Details of the Directors proposed for re-election at the AGM are set out in Appendix I of this circular. The Board recommends the re-election of each of them by separate resolution.

---

## **BUSINESS OF THE MEETING AND BOARD RECOMMENDATIONS**

---

### **RESOLUTION 3 – RE-APPOINTMENT OF AUDITOR**

The Audit Committee has recommended to the Board, and the Board proposes that PricewaterhouseCoopers be re-appointed as the external auditor of the Company for the year ending 31 March 2022.

### **RESOLUTION 4 – GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**

At the annual general meeting of the Company held on 27 August 2020, ordinary resolutions were passed giving general mandates to the Directors (i) to allot, issue and otherwise deal with shares equal to 20% of the total number of shares of the Company in issue at 27 August 2020; and (ii) to buy back shares of the Company on the Stock Exchange up to 10% of the total number of shares of the Company in issue at 27 August 2020. Such general mandates will lapse at the conclusion of the AGM. Resolutions will be proposed at the AGM to give the Directors the mandates to allot or issue new shares or to grant rights to subscribe for or convert to new shares and buy back shares in accordance with the terms of those resolutions.

Based on the 3,103,189,458 shares in issue as at 9 July 2021, being the Latest Practicable Date (and assuming that there is no change in respect of the total number of shares of the Company in issue after the Latest Practicable Date and up to the date of passing of the relevant resolution), the Directors will be authorised under the general mandate to issue a maximum of 620,637,891 shares and buy back a maximum of 310,318,945 shares, subject to adjustment in the case of any subdivision and consolidation of shares after the AGM.

The Explanatory Statement required by the Listing Rules to be sent to shareholders in connection with the proposed general mandate for the share buy-back is set out in Appendix II of this circular.

### **BOARD RECOMMENDATIONS**

The Directors consider that each of the Resolutions (1) to (4) as set out in the Notice of AGM is in the best interests of the Company and its shareholders as a whole, and accordingly, recommend shareholders to vote in favour of the proposed resolutions.

### **VOTING BY POLL**

On a poll, every shareholder attending (whether in person, by proxy or proxies, via the e-Meeting system or by its corporate representative) shall have one vote for each share in the Company of which he/she is the holder. All shareholders, corporate representatives or proxies who attend the AGM in person will vote by an on-site e-voting system to enhance the efficiency in the poll counting process. You can cast your votes either for or against each resolution in respect of the number of shares held under your name.

---

## **BUSINESS OF THE MEETING AND BOARD RECOMMENDATIONS**

---

Under the Listing Rules, all votes at the AGM are required to be taken by poll. Accordingly, the Chairman of the AGM will demand a poll regarding the voting for all the resolutions set out in the Notice of AGM. The poll results will be published on the website of the Company and the designated issuer website of the Stock Exchange after market close on the day of the AGM.

*The following are the biographical details of the three Directors who will stand for re-election at the forthcoming AGM:*

**Dr LOOK Guy**

Dr Look, aged 64, is the Chief Financial Officer and executive director of the Company, and a director of certain subsidiaries of the Group. Dr Look is also a member of the Executive Committee and a member of the Risk Management Committee of the Company. Dr Look has over 35 years of experience in local and overseas financial and general management. Prior to joining Sa Sa in March 2002, he was the Chief Financial Officer and an executive director of Tom.com Limited (renamed TOM Group Ltd.). He holds a Bachelor's degree in Commerce and received a degree of Doctor of the University honoris causa from the University of Birmingham, England. Dr Look is an associate member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. Dr Look is a member of the Executive Committee and the Chairman of the New Retail Sub-Committee of the Hong Kong Retail Management Association, a member of the CNBC Global CFO Council and a fellow member and a member of the Advisory Board of the Hong Kong Investor Relations Association.

Save as disclosed above, Dr Look does not hold any other position within the Company and its subsidiaries and does not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and he does not have any other major appointments or professional qualifications.

There is no service contract between Dr Look and the Company. He is subject to retirement by rotation and re-election at least once every three years in accordance with the articles of association of the Company and the Listing Rules. The total director's emoluments received by Dr Look for the year ended 31 March 2021 was approximately HK\$2,071,000, determined by the Board following recommendations by the Remuneration Committee with reference to Dr Look's duties, responsibilities, experience, qualifications, prevailing market conditions and the Group's performance.

Dr Look is a cousin of Ms Lee Yun Chun Marie-Christine (a non-executive director of the Company). Save as the above, he does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr Look has personal interest of 450,000 shares and outstanding share options to subscribe for a maximum of 22,145,988 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Details of the above interests are shown in the section "Report of the Directors" in the Annual Report. Save as aforesaid, Dr Look does not hold any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as aforesaid, the Company is not aware of any other matters relating to the re-election of Dr Look that need to be brought to the attention of the shareholders nor information required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**Ms Ki Man Fung Leonie**, *GBS, SBS, JP*

Ms Ki, aged 74, was appointed as an independent non-executive director of the Company in December 2006. She is also Chairman of the Remuneration Committee, member of the Audit Committee and member of the Nomination Committee of the Company. Ms Ki resigned as a non-executive director of New World Development Company Limited, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong, on 1 October 2020. She has more than 40 years of experience in integrated communication and marketing services. She was the founder, partner and Chairman/Chief Executive Officer of Grey Hong Kong Advertising Limited and Grey China Advertising Limited. Ms Ki is committed to community and public services, she was the first Chief Executive of The Better Hong Kong Foundation. She has been a Director of PMQ Management Company Limited. Currently she is a Founder and Honorable President of Wu Zhi Qiao Charitable Foundation, a member of the Asian Advisory Board of Cheng Yu Tung Management Institute, Richard Ivey School of Business (University of Western Ontario, Canada) and an honorable advisor of Youth Outreach and the Musicus Society. In 2018, she founded the Hong Kong Gaudeamus Dunhuang Ensemble to promote Dunhuang arts and culture. Ms Ki is a recipient of Honorary University Fellowship from The Open University of Hong Kong and The University of Hong Kong. She has been awarded the honor of Beta Gamma Sigma by the Faculty of Business Administration of The Chinese University of Hong Kong, and Justice of the Peace, Silver Bauhinia Star and Gold Bauhinia Star by the Government of the Hong Kong Special Administrative Region. She also has been appointed as a member of the 12th Chinese People's Political Consultative Conference ("CPPCC") National Committee in 2013 and a member of the 10th, 11th & 12th CPPCC Yunnan Provincial Committee.

Save as disclosed above, Ms Ki does not hold any other position within the Company and its subsidiaries and does not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and she does not have any other major appointments or professional qualifications.

Ms Ki's appointment is governed by a formal letter of appointment but there is no service contract between Ms Ki and the Company and her current three-year term of appointment shall expire on 14 December 2021. Following the recommendation of the Nomination Committee, the Company offered to re-appoint Ms Ki as an independent non-executive director for a further term of three years commencing on 15 December 2021, subject to retirement by rotation and re-election at least once every three years in accordance with the articles of association of the Company and the Listing Rules, which has been accepted by Ms Ki. The Director's fees payable to Ms Ki is HK\$257,400 per annum, plus an additional annual fee of HK\$80,000 for her role as a member of the Audit Committee, which was determined by the Board following recommendations by the Remuneration Committee with reference to the fees payable by companies of comparable business and scale. Total emoluments paid to Ms Ki for the year ended 31 March 2021 is set out in note 7 of the Consolidated Financial Statement.

As at the Latest Practicable Date, Ms Ki has outstanding share options to subscribe for a maximum of 100,000 shares in the Company which were vested on 13 April 2020 and are exercisable at an exercise price of HK\$4.65 per share. Details of the above interests are shown in the section “Report of the Directors” in the Annual Report. Save as aforesaid, Ms Ki does not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. She does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as aforesaid, the Company is not aware of any other matters relating to the re-election of Ms Ki that need to be brought to the attention of the Shareholders nor information required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules.

### **Mr TAN Wee Seng**

Mr Tan, aged 65, was appointed as a non-executive director of the Company on 11 March 2010 and was re-designated from a non-executive director to an independent non-executive director on 26 June 2012. Mr Tan is the Chairman of both the Audit Committee and the Nomination Committee of the Company. Mr Tan is a professional in value and business management consultancy. He is an independent director and Chairman of Audit Committee of ReneSola Ltd whose shares are listed on the New York Stock Exchange, an independent non-executive director and Chairman of Audit Committee of Xtep International Holdings Limited and CIFI Holdings (Group) Co. Ltd., an independent non-executive director and Chairman of Remuneration Committee of Health and Happiness (H&H) International Holdings Limited and an independent non-executive director, Chairman of Audit Committee and Remuneration Committee of Shineroad International Holdings Limited, all the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong. He is also a board member and Chairman of the Finance and Operation Committee of Beijing City International School. Mr Tan retired as an independent non-executive director of Sinopharm Group Co. Ltd., the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong, on 18 September 2020. Mr Tan was an independent director and Chairman of the Audit Committee of 7 Days Group Holdings Limited whose shares were listed on the New York Stock Exchange between November 2009 and July 2013 until it was privatised. He was the Chairman of the Special Committee for Privatization of 7 Days Group Holdings Limited from October 2012 to July 2013. Mr Tan has 37 years of financial, operation and business strategy as well as management experience and has also held various senior management positions in a number of multinational and Chinese corporations. From 2003 to 2008, he was an executive director, Chief Financial Officer and Company Secretary of Li Ning Company Limited, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong. From 1999 to 2002, he was the Senior Vice President of Reuters for the China, Mongolia and North Korea regions, and the Chief Representative of Reuters in China. Mr Tan is a fellow member of the Chartered Institute of Management Accountants, United Kingdom, and a fellow member of the Hong Kong Institute of Directors.

Save as disclosed above, Mr Tan does not hold any other position within the Company and its subsidiaries and does not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and he does not have any other major appointments or professional qualifications.

Mr Tan's appointment is governed by a formal letter of appointment but there is no service contract between Mr Tan and the Company. Mr Tan's three-year term of appointment will expire on 25 August 2022, subject to retirement by rotation and re-election at least once every three years pursuant to the articles of association of the Company and the Listing Rules. Mr Tan is entitled to a director's fee of HK\$257,400 per annum, plus an additional annual fee of HK\$150,000 for his role as Chairman of the Audit Committee, which was determined by the Board following recommendations by the Remuneration Committee with reference to the fees payable by companies of comparable business and scale. Total emoluments paid to Mr Tan for the year ended 31 March 2021 is set out in note 7 of the Consolidated Financial Statement.

As at the Latest Practicable Date, Mr Tan has outstanding share options to subscribe for a maximum of 100,000 shares in the Company which were vested on 13 April 2020 and are exercisable at an exercise price of HK\$4.65 per share. Details of the above interests are shown in the section "Report of the Directors" in the Annual Report. Save as aforesaid, Mr Tan does not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as aforesaid, the Company is not aware of any other matters relating to the appointment of Mr Tan that need to be brought to the attention of the shareholders nor information required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules.

*Note:* Details of the Director's emoluments for the year ended 31 March 2021 are set out in note 7 to the consolidated financial statements in the Annual Report.

"Hong Kong" means the Hong Kong Special Administrative Region of the People's Republic of China.



*This Appendix serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide the shareholders with all the information necessary for their consideration of the Share Buy-back Mandate. Reference in this Appendix to “Share(s)” mean the ordinary share(s) of the Company.*

## **1. STOCK EXCHANGE RULES FOR BUY-BACKS OF COMPANY’S OWN SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised in the paragraphs below.

The Listing Rules provide that all proposed buy-backs of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval and that the shares to be bought back must be fully paid up.

## **2. FUNDING BUY-BACKS**

Any buy-backs will be made out of the Company’s internal funds and resources which are legally available for the purpose in accordance with the memorandum and articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and the Listing Rules. There might be a material adverse effect on the working capital or gearing position of the Group, as compared with the position disclosed in the audited financial statements contained in the latest Annual Report, in the event that the Share Buy-back Mandate is exercised in full at any time. However, the Board does not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or its gearing levels which, in the opinion of the Board, are from time to time appropriate for the Group.

## **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,103,189,458 Shares.

Subject to the passing of the resolution for the grant of the Share Buy-back Mandate at the AGM and on the basis of 3,103,189,458 Shares in issue and assuming no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Share Buy-back Mandate to buy back a maximum of 310,318,945 Shares during the course of the period ending on the earlier of: (i) the date of the next annual general meeting following the AGM; (ii) the expiration of the period within which the next annual general meeting following the AGM is required by the memorandum and articles of association of the Company or any applicable laws of the Cayman Islands to be held; and (iii) the date upon which such Share Buy-back Mandate is revoked or varied.

#### **4. REASONS FOR BUY-BACKS**

The Directors believe that it is in the interests of the Company and its shareholders to have a general authority from the shareholders to enable the Directors to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and its shareholders as a whole.

#### **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws of Cayman Islands and in accordance with the memorandum and articles of association of the Company. The Company has further confirmed to the Stock Exchange that this Explanatory Statement as set out in this Appendix contains all information required under Rule 10.06(1)(b) of the Listing Rules and that neither the Explanatory Statement as contained herein nor the proposed Share Buy-back Mandate has unusual features.

#### **6. EFFECT OF HONG KONG CODE OF TAKEOVERS AND MERGERS (THE “TAKEOVER CODE”)**

As at the Latest Practicable Date, Dr KWOK Siu Ming Simon and his wife, Dr KWOK LAW Kwai Chun Eleanor were beneficially interested in 1,987,462,297 Shares, representing approximately 64.05% of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercise in full the power to buy back Shares under the Share Buy-back Mandate, the shareholdings of Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor in the Company would increase to approximately 71.16% of the issued share capital of the Company. The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any buy-backs made pursuant to the Share Buy-back Mandate as at the Latest Practicable Date. At present, the Directors have no intention to exercise in full the power to buy back Shares under the Share Buy-back Mandate.

#### **7. DIRECTORS, THEIR ASSOCIATES AND THEIR CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention, in the event that the Share Buy-back Mandate is approved by shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the Share Buy-back Mandate is approved by the shareholders.

## 8. GENERAL

## (a) Share buy-back made by the Company

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

## (b) Share prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months immediately prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
July	1.38	1.11
August	1.38	1.11
September	1.50	1.27
October	1.36	1.11
November	1.44	1.06
December	1.32	1.15
<b>2021</b>		
January	1.24	1.15
February	2.19	1.14
March	2.08	1.65
April	1.99	1.77
May	1.96	1.71
June	2.29	1.87
July (up to and including the Latest Practicable Date)	2.21	1.98