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If you have sold or transferred all your shares in **RUICHANG INTERNATIONAL HOLDINGS LIMITED**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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RUICHANG INTERNATIONAL HOLDINGS LIMITED

瑞昌國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1334)

**PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITOR;
PROPOSED FINAL DIVIDEND;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of RUICHANG INTERNATIONAL HOLDINGS LIMITED to be held at 10:00 a.m. on Friday, 16 May 2025 at Manhattan Conference Room, 20/F., Area A, Kaike International Building, No. 1801, Hongmei Road, Xuhui District, Shanghai, PRC, at which, among other things, the above proposals will be considered, which are set out on pages 19 to 23 of this circular.

A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.ruichang.com.cn). Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such event, the relevant form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the Company's general meeting.

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DEFINITIONS

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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.

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 10:00 a.m. on Friday, 16 May 2025 at Manhattan Conference Room, 20/F., Area A, Kaike International Building, No. 1801, Hongmei Road, Xuhui District, Shanghai, PRC, notice of which is set out on pages 19 to 23 of this circular
“Articles” or “Memorandum and Articles of Association”	The Memorandum and Articles of Association of the Company, as amended from time to time
“Board”	the board of directors of our Company
“business day”	any day on which the Stock Exchange is open for the business of trading in securities
“CCASS”	The Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system established and operated by the HKSCC
“Companies Law”	the Companies Act (As Revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Company” or “our Company”	RUICHANG INTERNATIONAL HOLDINGS LIMITED (瑞昌國際控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1334)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Director(s)” or “our Director(s)”	director(s) of the Company
“Extension Mandate”	the 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 aggregate number of Shares under the Issue Mandate
“Final Dividend”	the proposed final dividend of RMB0.04 per Share for the year ended 31 December 2024 to Shareholders whose names appear on the register of members of the Company on the record date as recommended by the Board
“Group”	the Company together with its subsidiaries from time to time
“HKSCC”	The Hong Kong Securities Clearing Company Limited
“HK\$” or “HKD”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with the Shares (including the sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the relevant mandate
“Latest Practicable Date”	15 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Listing Date”	10 July 2024
“Nomination Committee”	the Nomination Committee of the Board
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Post-IPO Share Option Scheme”	the share option scheme adopted by our Company on 24 June 2024, as amended from time to time

DEFINITIONS

“Remuneration Committee”	the Remuneration Committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of US\$0.00001 each
“Shareholder(s)”	holder(s) of the Shares
“Share Option(s)”	the share option(s) granted or to be granted pursuant to the terms and conditions of the Post-IPO Share Option Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	the meaning as ascribed thereto under the Listing Rules
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“%”	per cent

LETTER FROM THE BOARD



RUICHANG INTERNATIONAL HOLDINGS LIMITED

瑞昌國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1334)

Executive Directors

Mr. LU Bo (陸波)

(Chairman and Chief Executive Officer)

Ms. LU Xiaojing (陸曉靜)

Ms. BAI Wei (白薇)

Mr. SHAO Song (邵松)

Ms. WU Rui (吳瑞)

Independent Non-executive Directors

Mr. BAU Siu Fung (鮑小豐)

Mr. TU Shenwei (塗申偉)

Mr. SHEN Cheng (沈誠)

Registered office

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Principal place of business

in Hong Kong

46/F, Hopewell Centre

183 Queen's Road East

Wan Chai

Hong Kong

24 April 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITOR;
PROPOSED FINAL DIVIDEND;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of the retiring Directors; (iii) the re-appointment of the auditor of the Company; (iv) proposed final dividend and (v) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

LETTER FROM THE BOARD

PROPOSED GRANTING OF THE ISSUE MANDATE, THE REPURCHASE MANDATE AND THE EXTENSION MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares (including the sale or transfer of treasury shares out of treasury), approval is to be sought from the Shareholders for the general mandate to issue Shares (including the sale or transfer of treasury shares out of treasury). It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto.

Subject to a separate approval of the Extension Mandate, the number of Shares repurchased by the Company under the Repurchase Mandate will also be added to extend the 20% limit of the Issue Mandate, provided that such additional amount shall not exceed 10% of the aggregate number of the Shares in issue (excluding treasury shares, if any) as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate.

The Issue Mandate, the Repurchase Mandate and the Extension Mandate 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 law of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

Please refer to resolutions numbered 5 to 7 set out in the notice of AGM on pages 19 to 23 of this circular for details of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

As at the Latest Practicable Date, the number of issued Shares was 500,000,000 Shares and the Company did not hold any treasury shares. Assuming no further Shares are to be issued or repurchased after the Latest Practicable Date and prior to the AGM, the Company will be allowed to (i) issue (or sell or transfer treasury shares out of treasury) a maximum of 100,000,000 Shares under the Issue Mandate, representing 20% of the aggregate number of the Shares in issue (excluding treasury shares, if any); and (ii) buy back a maximum of 50,000,000 Shares under the Repurchase Mandate, representing 10% of the aggregate number of the Shares in issue (excluding treasury shares, if any).

LETTER FROM THE BOARD

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate required by the Listing Rules is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM. Neither the explanatory statement nor the Repurchase Mandate has any unusual features.

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 26.3 of the Articles of Association, any Director appointed by the Board, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A retiring Director shall retain office until the close of the meeting at which such Director retires and shall be eligible for re-election at such meeting. Accordingly, Mr. SHEN Cheng who was appointed by the Board on 4 December 2024, shall retire from office and have offered himself for re-election at the AGM.

In accordance with Article 26.4 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 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. Any Director required to stand for re-election pursuant to Article 26.3 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the annual general meeting at which he retires and shall be eligible for re-election at such meeting. Mr. LU Bo, Ms. LU Xiaojing, Ms. BAI Wei and Mr. SHEN Cheng will retire as Directors at the AGM, and they, being eligible, will offer themselves for re-election at the AGM.

Being the independent non-executive Director standing for re-election at the AGM, the Board has also considered the independence of Mr. SHEN Cheng pursuant to Rule 3.13 of the Listing Rules, and was satisfied with the independence of Mr. SHEN Cheng, and considers that he remain independent and has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director. Nothing has come to the attention of the Board which may adversely affect the independence of Mr. SHEN Cheng.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the AGM.

Details of the above named Directors who are subject to the re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules. The biography of the retiring Directors set out in Appendix II to this circular indicates the perspectives, skills and experience each individual can bring to the Board and contribute to the diversity of the Board.

LETTER FROM THE BOARD

PROPOSED RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint ZHONGHUI ANDA CPA LIMITED as the independent auditor of the Company for the year ending 31 December 2025 and to hold the office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorize the Board to fix the auditor's remuneration for the ensuing year. ZHONGHUI ANDA CPA LIMITED has indicated their willingness to be re-appointed as auditor of the Company for the said period.

PROPOSED FINAL DIVIDEND

The Board has recommended a final dividend of RMB0.04 per Share payable on or about Tuesday, 10 June 2025 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 27 May 2025 subject to approval by the Shareholders at the 2025 AGM. The final dividends will be paid in HK dollars, the exchange rate of HK\$ will be calculated based on the average benchmark exchange rate of RMB to HK\$ as announced by the People's Bank of China for three business days before and including the date on which the annual general meeting is held.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 19 to 23 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, approving the re-election of Directors, and the re-appointment of auditor.

FORM OF PROXY

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.ruichang.com.cn. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll. Separately, holders of treasury shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it has in the same manner. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM as at the Latest Practicable Date.

CLOSURE OF REGISTER OF MEMBERS

For the purposes of determining the eligibility of the Company's Shareholders to attend and vote at the 2025 AGM, the record date will be Friday, 16 May 2025 and the register of members of the Company will be closed from Tuesday, 13 May 2025, to Friday, 16 May 2025 (both days inclusive), during which period no transfer of Shares will be registered. All properly completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 12 May 2025, for registration.

For the purpose of determining the entitlement of the Shareholders to the proposed Final Dividend, the record date will be Tuesday, 27 May 2025 and the register of members of the Company will be closed from Friday, 23 May 2025 to Tuesday, 27 May 2025 (both days inclusive), during which period no transfers of Shares will be registered. In order to qualify for the proposed Final Dividend, which is subject to approval of the Shareholders at the 2025 AGM, all transfers documents accompanied by the relevant share certificate(s) must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at the same address mentioned above before 4:30 p.m. on Thursday, 22 May 2025.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, approving the re-election of Directors, the proposed Final Dividend and the re-appointment of auditor to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favor of such resolutions at the AGM.

LETTER FROM THE BOARD

GENERAL

Your attention is also drawn to the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,

By order of the Board

RUICHANG INTERNATIONAL HOLDINGS LIMITED

Mr. LU Bo

*Chairman of the Board, Chief Executive Officer
and executive Director*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) its shareholders have given a specific approval or a general mandate to its directors to make the purchase(s), by way of an ordinary resolution which complies with the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,000,000 Shares and the Company did not hold any treasury shares. Subject to the passing of the ordinary resolution for repurchase of Shares and on the basis that no further new Shares are issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 50,000,000 Shares, representing 10% of the aggregate number of the total issued Shares (excluding treasury shares, if any) as at the date of the passing of the ordinary resolution for repurchase of Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

3. STATUS OF REPURCHASED SHARES

The Shares repurchased by the Company may be held as treasury shares or may be cancelled subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances. The Shareholders and potential investors should pay attention to any announcement to be published by the Company in the future, including but without limitation, any next day disclosure return (which shall identify, amongst others, the number of repurchased Shares that are to be held in treasury or cancelled upon settlement of such repurchases) and relevant monthly return.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board implement the below interim measures which include (without limitation):

- (i) procuring its broker not to give an instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing 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 relevant record date for the dividend or distributions; or
- (iii) taking any other 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.

All Shares which are purchased by the Company (whether on the Stock Exchange or otherwise) but not held as treasury shares shall be cancelled upon repurchase. The Company shall ensure that the documents of title of these repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

4. REASONS FOR REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASE OF SHARES

Any repurchase of the Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Law, out of capital.

6. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2024 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

	Highest HK\$	Lowest HK\$
2024		
July (since the Listing Date)	1.55	1.02
August	1.11	0.77
September	1.07	0.88
October	1.01	0.82
November	0.96	0.75
December	1.21	0.83
2025		
January	0.96	0.82
February	1.04	0.86
March	1.10	0.82
April (up to and including the Latest Practicable Date)	0.98	0.90

Source: the Stock Exchange's website

8. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

9. GENERAL

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase 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/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors would only exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rule, the Articles and the applicable laws of the Cayman Islands in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

10. TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder (within the meaning under 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, Mr. LU Bo ("Mr. Lu") and Ms. BAI Wei ("Ms. Bai") were deemed to be interested in an aggregate of 169,769,503 Shares and underlying Shares, representing approximately 33.95% of the issued share capital of the Company (excluding treasury Shares), within the meaning of Part XV of the SFO. Based on such shareholdings and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and that the Company does not have any treasury Shares, in the event that the Directors should exercise in full the Repurchase Mandate, the interests in the Company of Mr. Lu and Ms. Bai will be increased to approximately 37.73% of the issued Shares (excluding treasury Shares).

As at the Latest Practicable Date, Ms. LU Xiaojing ("Ms. Lu") and Mr. SHAO Song ("Mr. Shao") were deemed to be interested in an aggregate of 169,769,503 Shares and underlying Shares, representing approximately 33.95% of the issued share capital of the Company (excluding treasury Shares), within the meaning of Part XV of the SFO. Based on such shareholdings and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and that the Company does not have any treasury Shares, in the event that the Directors should exercise in full the Repurchase Mandate, the interests in the Company of Ms. Lu and Mr. Shao will be increased to approximately 37.73% of the issued Shares (excluding treasury Shares).

Such increase would give rise to a general offer obligation under the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to an extent that the general offer obligation would be triggered and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

11. SHARE REPURCHASE MADE BY THE COMPANY

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

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election.

Mr. LU Bo (“Mr. Lu”), aged 52, has been with our Group since January 1994. He was appointed a Director on 6 February 2020 was re-designated as an executive Director and the chief executive officer on 15 March 2023. Mr. Lu is sibling of Ms. LU Xiaojing and spouse of Ms. BAI Wei. Mr. Lu first joined our Group in January 1994. Mr. Lu has been serving as the chairman of the Board of our Company and is primarily responsible for the overall strategic planning, business direction and operational management of our Group. Mr. Lu has been serving as a director of Luoyang Ruichang since January 1994; its general manager of sales from January 1994 to March 2006, its general manager since April 2006, its vice chairperson from April 2006 to May 2011, and its chairperson since June 2011. Mr. Lu has been serving in various roles including as an executive director, deputy general manager and general manager of Shanghai Ruiqieer since its inception. Ms. Bai is the spouse of Mr. Lu, while Ms. Lu is the sister of Mr. Lu.

Mr. Lu obtained his college diploma in automotive use and repair from Luoyang Institute of Technology (洛陽工學院) (currently known as Henan University of Science and Technology (河南科技大學)) in the PRC in July 1993. He obtained his master’s degree in business administration from China Europe International Business School in the PRC in November 2017. Mr. Lu received his qualification as an engineer from Henan Province Science and Technology Committee (河南省科學技術委員會) in December 1999.

Save as disclosed above, Mr. Lu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Lu was deemed to be interested in an aggregate of 169,769,503 Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Lu has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date, which may be terminated by not less than one months’ notice in writing served by either the executive Director or our Company and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Pursuant to the service contract entered into with us, Mr. Lu will not receive an additional director’s fee for his service as an executive Director.

Save as disclosed above, Mr. Lu has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Mr. Lu’s standing for re-election as Director that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Ms. LU Xiaojing (“**Ms. Lu**”), aged 55, has been with our Group since January 1994. She was appointed a Director on 6 February 2020 and was re-designated as an executive Director and the deputy chief executive officer on 15 March 2023. Ms. Lu is sibling of Mr. LU Bo and spouse of Mr. SHAO Song. Ms. Lu first joined our Group in January 1994. Ms. Lu has been serving as the Director of our Company since its inception. She is primarily responsible for overall strategic planning, business direction and operational management of our Group. At Luoyang Ruichang, Ms. Lu served as the general manager of finance from January 1994 to March 2006, its director from January 1994 to April 2005, its supervisor from April 2005 to June 2011 and is currently serving as its vice general manager since April 2006 and as its director since June 2011. Ms. Lu has also served in various roles including as a general manager and an executive director of Shanghai Ruiqieer from its inception to January 2021. Mr. SHAO Song is the spouse of Ms. Lu, while Mr. Lu is the brother of Ms. Lu.

Ms. Lu obtained her college diploma in machinery manufacturing process and equipment from Henan Radio and TV University (河南廣播電視大學) (currently known as the Open University of Henan (河南開放大學)) in the PRC in July 1989. She obtained her master’s degree in business administration from China Europe International Business School in the PRC in June 2021. Ms. Lu received her qualification as an engineer from Luoyang City Science and Technology Committee (洛陽市科學技術委員會) in December 2002.

Save as disclosed above, Ms. Lu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Ms. Lu was deemed to be interested in an aggregate of 169,769,503 Shares and underlying Shares, within the meaning of Part XV of the SFO.

Ms. Lu has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date, which may be terminated by not less than one months’ notice in writing served by either the executive Director or our Company and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Pursuant to the service contract entered into with us, Ms. Lu will not receive an additional director’s fee for her service as an executive Director.

Save as disclosed above, Ms. Lu has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Ms. Lu’s standing for re-election as Director that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Ms. BAI Wei (“Ms. Bai”), aged 51, was appointed an executive Director on 15 March 2023 and is also our senior vice president (human resources). Ms. Bai is primarily responsible for corporate administration, human resources and participating in decision-making in respect of major matters such as corporate and business strategies. Ms. Bai joined our Group in February 2004 and is currently the human resources manager of Shanghai Ruisheng and a supervisor of Luoyang Ruichang. Ms. Bai is spouse of Mr. LU Bo.

Ms. Bai obtained her college diploma in economic management from Henan Agricultural University (河南農業大學) in the PRC in June 1996.

Save as disclosed above, Ms. Bai does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Ms. Bai was deemed to be interested in an aggregate of 169,769,503 Shares and underlying Shares, within the meaning of Part XV of the SFO.

Ms. Bai has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date, which may be terminated by not less than one months’ notice in writing served by either the executive Director or our Company and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Pursuant to the service contract entered into with us, Ms. Bai will not receive an additional director’s fee for her service as an executive Director.

Save as disclosed above, Ms. Bai has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Ms. Bai’s standing for re-election as Director that need to be brought to the attention of the Shareholders.

Mr. SHEN Cheng (“Mr. Shen”), aged 41, was appointed as an independent non-executive Director on 4 December 2024. He is primarily responsible for supervising and providing independent judgment to our Board.

Mr. Shen has been working at AllBright Law Offices (錦天城律師事務所) since September 2010. He currently serves as their senior partner, primarily responsible for providing legal services on capital markets, mergers and acquisitions and equity investments. Mr. Shen received his bachelor’s degree in law from Shanghai University of International Business and Economics (上海對外經貿大學) in the PRC in June 2005. He then obtained his master’s degree in law from Emory University in the United States in May 2015.

Save as disclosed above, Mr. Shen does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Shen did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Shen has signed an appointment letter with the Company, pursuant to which he will hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting, and thereafter will be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the articles of association of the Company. Upon re-election, his term of office will be for a period of three years from the date of such annual general meeting. The appointment of Mr. Shen as an independent non-executive Director may be terminated by one month's notice in writing served by either party on the other. Mr. Shen is entitled to a director's fee of RMB100,000 per annum for his service as an independent non-executive Director, which was determined by the Board having regard to his duties and responsibilities, performance, qualification, experience, as well as prevailing market conditions.

Save as disclosed above, Mr. Shen has confirmed that there is no other information which is disclosable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Mr. Shen's standing for re-election as Director that need to be brought to the attention of the Shareholders.

NOMINATION POLICY AND PROCESS FOR THE DIRECTORS

The Nomination Committee and the Board have followed the nomination policy and board diversity policy for the re-appointment of Mr. Shen as independent non-executive Directors. In reviewing the structure of the Board, the Nomination Committee and the Board will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

With reference to the past contributions made by Mr. Shen to the Company during his tenure, his qualifications and his rich experience in legal, the Board is of the view that Mr. Shen can provide valuable advice and business insights to the Board and make contributions to the Board's diversity.

In assessing the independence of Mr. Shen, the Nomination Committee has considered his independence pursuant to Rule 3.13 of the Listing Rules, and is satisfied that he has continued to provide independent and objective judgment and advice to the Board, through scrutinizing and monitoring the Group's affairs with a view to safeguard the interests of the Group and the Shareholders. The Nomination Committee was satisfied with the independence of Mr. Shen and considers that he remains independent.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Having reviewed the Board's composition, the respective qualifications, skills and experience, time commitment and contribution of each of Mr. Lu, Ms. Lu, Ms. Bai and Mr. Shen with reference to the nomination policy and board diversity policy of the Company, the Nomination Committee has recommended to the Board on the re-election of each of Mr. Lu, Ms. Lu, Ms. Bai and Mr. Shen as the Directors, who are due to retire at the Annual General Meeting.

Taking into consideration the recommendation of the Nomination Committee and the board diversity policy and the director nomination policy of the Company, the Board is of the view that each of Mr. Lu, Ms. Lu, Ms. Bai and Mr. Shen will continue to bring broader views, valuable insights and professionalism to the Board, whilst having sufficient diversity for the Board to discharge its functions effectively. Accordingly, the Board considers the re-election of each of Mr. Lu, Ms. Lu, Ms. Bai and Mr. Shen is in the best interests of the Company and the Shareholders as a whole. At the Annual General Meeting, ordinary resolutions will be proposed to re-elect each of Mr. Lu, Ms. Lu, Ms. Bai as an executive Director and Mr. Shen as independent non-executive Directors.

NOTICE OF ANNUAL GENERAL MEETING



RUICHANG INTERNATIONAL HOLDINGS LIMITED

瑞昌國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1334)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting of **RUICHANG INTERNATIONAL HOLDINGS LIMITED** (the “**Company**”) will be held at 10:00 a.m. on Friday, 16 May 2025 at Manhattan Conference Room, 20/F., Area A, Kaike International Building, No. 1801, Hongmei Road, Xuhui District, Shanghai, PRC for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 24 April 2025 (the “**Circular**”)):

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the Directors and auditor for the year ended 31 December 2024.
2.
 - (i) To re-elect Mr. LU Bo as an executive Director.
 - (ii) To re-elect Ms. LU Xiaojing as an executive Director.
 - (iii) To re-elect Ms. BAI Wei as an executive Director.
 - (iv) To re-elect Mr. SHEN Cheng as an independent non-executive Director.
 - (v) To authorize the Board to fix the remuneration of the Directors.
3. To re-appoint ZHONGHUI ANDA CPA LIMITED as auditor and to authorize the Board to fix its remuneration.
4. To declare and pay to the shareholders of the Company a final dividend of RMB0.04 per share (inclusive of applicable taxes) for the year ended 31 December 2024.
5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares out of treasury) or securities convertible into

NOTICE OF ANNUAL GENERAL MEETING

shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures 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 allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued and treasury shares which may be sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares of the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme or similar arrangement providing for the allotment of Shares (and/or the sale or transfer of treasury shares) in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; shall not exceed 20% of the aggregate number of Shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval 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 law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers 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 of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate number of Shares of the Company in issue, which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of Shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval 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 law of the Cayman Islands to be held; or

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(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass the following resolutions as ordinary resolution:

“**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate number of Shares of the Company in issue (excluding treasury shares, if any) as at the date of passing the resolution.”

By order of the Board

RUICHANG INTERNATIONAL HOLDINGS LIMITED

Mr. LU Bo

*Chairman of the Board, Chief Executive Officer
and executive Director*

Hong Kong, 24 April 2025

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the record date will be Friday, 16 May 2025 and the register of members of the Company will be closed from Tuesday, 13 May 2025, to Friday, 16 May 2025 both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 May 2025.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, 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 certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

NOTICE OF ANNUAL GENERAL MEETING

5. With respect to resolution numbered 2 of this notice, Mr. LU Bo, Ms. LU Xiaojing, Ms. BAI Wei and Mr. SHEN Cheng shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the Circular.
6. With respect to resolution numbered 4 of this notice, the Board has recommended a final dividend of RMB0.04 per share (inclusive of applicable taxes) for the year ended 31 December 2024. Subject to the Shareholders' approval on the payment of the final dividend at the Meeting, the register of members of the Company will be closed for the purpose of determining the identity of members who are entitled to receive the said final dividend from Friday, 23 May 2025 to Tuesday, 27 May 2025 (both days inclusive) during that day no transfer of Shares will be registered. The record date will be Tuesday, 27 May 2025. In order to qualify for the proposed final dividend, all properly completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 22 May 2025.
7. With respect to resolution numbered 5 of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new shares or sale or transfer any treasury shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
8. With respect to resolution numbered 6 of this notice, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied Circular.
9. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting. On a poll, votes may be given either personally or by proxy.

As at the date of this notice, the Board comprises Mr. LU Bo, Ms. LU Xiaojing, Ms. BAI Wei, Mr. SHAO Song and Ms. WU Rui as executive Directors; and Mr. BAU Siu Fung, Mr. TU Shenwei and Mr. SHEN Cheng as independent non-executive Directors.