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衍生集團(國際)控股有限公司

Hin Sang Group (International) Holding Co. Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6893)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Hin Sang Group (International) Holding Co. Ltd. (the “**Company**”) will be held at Unit 1213–15, 12/F, Seapower Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 28 September 2023 at 10:00 a.m. (the “**AGM**”), for the following purposes:

ORDINARY RESOLUTIONS

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

1. to receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2023;
2. (a) to re-elect Mr. Pang Siu Hin as an executive Director;
- (b) to re-elect Mr. Lau Chi Kit as an independent non-executive Director; and
- (c) to re-elect Dr. Tang Sing Hing, Kenny as an independent non-executive Director, who has served the Company for more than nine years as independent non-executive Director;

3. to authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of all the Directors;
4. to re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

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

5. “**THAT:**

- (a) subject to paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.1 each in the capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including the Code on Share Buy-backs of Hong Kong and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of issued Shares of the Company as at the date of passing this resolution, and the said approval to paragraph (a) shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company (the “**Articles**”) or the applicable laws of the Cayman Islands to be held; and

(iii) the revocation or variation of the authority given to the Directors under this resolution by ordinary resolution of the Company's shareholders in general meeting."

6. **"THAT:**

- (a) subject to paragraph (c) below, 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 and to make or grant offers, agreements and options which will or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares to be allotted, issued and dealt in or agreed conditionally or unconditionally to be allotted, issued and dealt in (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of options granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, shall not exceed 20% of the aggregate number of issued Shares of the Company at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

"Relevant Period" means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; and

(iii) the revocation or variation of the authority given to the Directors under this resolution by ordinary resolution of the Company's Shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

7. **“THAT:**

Subject to the passing of the ordinary resolutions numbered 5 and 6 set out above, the general mandate granted to the Directors pursuant to ordinary resolution numbered 6 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted to the Directors pursuant to ordinary resolution numbered 5 above, provided that such number of Shares shall not exceed 10% of the aggregate number of issued Shares of the Company at the date of passing this resolution.”

By Order of the Board
Hin Sang Group (International) Holding Co. Ltd.
Pang Siu Hin
Chairman

Hong Kong, 31 July 2023

Registered office:

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Headquarters, head office and principal
place of business in Hong Kong:*

Unit 1213–1215, 12/F
Seapower Tower, Concordia Plaza 1
Science Museum Road
Tsim Sha Tsui, Kowloon
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 10:00 a.m. on Tuesday, 26 September 2023) before the time appointed for holding the AGM or any adjourned meeting (as the case may be). Completion and return of a form of proxy will not preclude a member from attending and voting in person at the AGM if he is subsequently able to be present.
3. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such holders be present at the AGM, the vote of such joint holder so present whose name stands first in the register of members of the Company in respect of the joint holding who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
4. For the purpose of determining the entitlement of the members of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 25 September 2023 to Thursday, 28 September 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 22 September 2023 (Hong Kong time).
5. An explanatory statement containing further details regarding resolution numbered 5 above is set out in Appendix I to the circular of the Company dated 31 July 2023 (the "**Circular**") which this notice of AGM forms part.

6. Details of the retiring Directors proposed to be re-elected as Directors at the AGM are set out in Appendix II to the Circular.
7. If typhoon signal number 8 or above is hoisted or “extreme conditions” caused by super typhoons or a “black” rainstorm warning is in force at or at any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will, as soon as practicable, post an announcement on its website at www.hinsangroup.com and on the website of the Stock Exchange at www.hkexnews.hk to notify members of the Company of the date, time and place of the postponed meeting.

As at the date of this notice, the Directors are:

Executive Directors:

Mr. Pang Siu Hin (*Chairman and Chief Executive Officer*)

Ms. Kwan Lai Man

Non-executive Directors:

Ms. Wong Wai Ling

Ms. Tian Shanshan

Independent non-executive Directors:

Mr. Lau Chi Kit

Mr. Lee Luk Shiu

Dr. Tang Sing Hing, Kenny