
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hang Sang (Siu Po) International Holding Company Limited** (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HANG SANG (SIU PO) INTERNATIONAL HOLDING COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3626)

**NOTICE OF ANNUAL GENERAL MEETING;
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
PROPOSALS FOR RE-ELECTION OF DIRECTORS;
PROPOSED CHANGE OF COMPANY NAME;
AND
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES**

A notice convening the annual general meeting of the Company to be held at Suites 1903-1906, 19th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong on Friday, 5 December 2025 at 11:00 a.m. is set out on pages 22 to 28 of this circular.

A form of proxy for use at the annual general meeting or any adjournment thereof is enclosed with this circular. Whether or not you are able to attend such meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and in such event, the form of proxy will be deemed to be revoked.

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

12 November 2025

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Accompanying: Form of proxy for the AGM

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Suites 1903-1906, 19th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong on Friday, 5 December 2025 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 22 to 28 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Company”	Hang Sang (Siu Po) International Holding Company Limited, a company incorporated as an exempted company with limited liability in the Cayman Islands, whose Shares are listed on the main board of the Stock Exchange
“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles”	the existing second amended and restated memorandum and articles of association of the Company adopted by the Company on 2 December 2022
“Extended Mandate”	a general and unconditional mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares (including sale or transfer of the treasury shares, if any) up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the ordinary resolution granting such mandate
“Latest Practicable Date”	6 November 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Memorandum and Articles”	the third amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments proposed to be adopted by the Company at the AGM
“Notice”	the notice convening the AGM as set out on pages 22 to 28 of this circular
“Proposed Adoption of the New Memorandum and Articles”	the proposed adoption of the New Memorandum and Articles in substitution for and to the exclusion of the Existing Memorandum and Articles respectively to reflect the Proposed Change of Company Name
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles set out in Appendix III to this circular
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Hang Sang (Siu Po) International Holding Company Limited” to “East Nova Holdings Limited” and the proposed adoption of the dual foreign name of the Company in Chinese “啟明東方控股有限公司”
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the ordinary resolution granting such mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



HANG SANG (SIU PO) INTERNATIONAL HOLDING COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3626)

Executive Directors:

Mr. Lu Xiaoma (*Chairman*)
Ms. Xin Yue Jasmine Geffner
(*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Ye Changqing
Ms. Pickett Heidi Verrill
Mr. Huang Walter

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Block C, 5/F.,
Gee Hing Chang Industrial Building
No. 16 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

12 November 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
PROPOSED CHANGE OF COMPANY NAME;
AND
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES**

1. INTRODUCTION

At the last annual general meeting of the Company held on 6 December 2024, general mandates were given to the Directors to exercise the powers of the Company to issue Shares and to repurchase Shares. Such mandates will lapse at the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM for the granting of general mandates to the Directors to issue Shares and to repurchase Shares.

LETTER FROM THE BOARD

Reference is made to the announcement of the Company dated 30 October 2025 regarding the proposed change of company name and proposed adoption of new memorandum and articles of association.

The purpose of this circular is to provide you with the information in respect of the resolutions to be proposed at the AGM to seek an approval from the Shareholders in respect of, among other matters, (i) the re-election of Directors; (ii) the granting to the Directors of the Issue Mandate and the Repurchase Mandate; (iii) Proposed Change of Company Name; and (iv) Proposed Adoption of the New Memorandum and Articles.

2. ISSUE MANDATE

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares (including sale or transfer of the treasury shares, if any) not exceeding 20% of the aggregate nominal value of the share capital of the Company (excluding treasury shares, if any) in issue as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 184,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 36,800,000 Shares.

3. REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the aggregate nominal value of the share capital of the Company (excluding treasury shares, if any) in issue as at the date of passing of the relevant resolution at the AGM.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors, namely Mr. Lu Xiaoma, Ms. Xin Yue Jasmine Geffner, Mr. Ye Changqing, Ms. Pickett Heidi Verrill and Mr. Huang Walter.

LETTER FROM THE BOARD

Pursuant to, amongst others, articles 83(3) and 84 of the Articles, all of the abovenamed Directors will retire and, being eligible, offer themselves for re-election at the AGM.

The biographical details of the abovenamed Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

5. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Hang Sang (Siu Po) International Holding Company Limited” to “East Nova Holdings Limited” and to adopt “啟明東方控股有限公司” as the dual foreign name of the Company in Chinese.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is conditional upon the satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders at the AGM approving the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will comply with the necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

Reasons for Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the business focus of the Company on distinctive development and its strategic direction of individual future development. The Board also believes that the new English and Chinese names can provide the Company with a new corporate image and identity, which will strengthen its individual branding and benefit the Company’s business development and is in the best interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be effective as documents of title to the Shares and

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will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing Share certificates for new Share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, new Share certificates will be issued under the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective.

Subject to the Proposed Change of Company Name becoming effective, the Company will also change its website to reflect the Proposed Change of Company Name.

The Proposed Change of Company Name will not affect the Group's business nature, daily business operations and its financial position.

6. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

The Board also proposes to amend and restate the Existing Memorandum and Articles to reflect the Proposed Change of Company Name by way of the Proposed Adoption of the New Memorandum and Articles.

The Board proposes to put forward a special resolution to the Shareholders for approval at the AGM in relation to the Proposed Amendments and the Proposed Adoption of the New Memorandum and Articles. The Proposed Amendments and Proposed Adoption of the New Memorandum and Articles are subject to the passing of the special resolution by the Shareholders at the AGM and the Proposed Change of Company Name becoming effective.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a company listed on the Stock Exchange.

Details of the Proposed Amendments are set out in Appendix III to this circular.

7. AGM

A notice convening the AGM is set out on pages 22 to 28 of this circular.

Enclosed with this circular is a form of proxy for use at the AGM. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as

LETTER FROM THE BOARD

soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In the event that you attend the AGM in person after having lodged the form of proxy, your form of proxy will be deemed to have been revoked.

8. VOTING BY WAY OF 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 a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to article 66 of the Articles. The Company will then announce the results of the poll in the manner stipulated under Rule 13.39(5) of the Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolutions to be proposed at the AGM.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. RECOMMENDATION

The Board considers that the granting of the General Mandates (including the Issue Mandate, the Repurchase Mandate and the Extended Mandate), the proposed re-election of the retiring Directors, the Proposed Change of Company Name and the Proposed Adoption of the New Memorandum and Articles are in the best interests of the Company and the Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM referred to above and as set out in the Notice.

11. ADDITIONAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board
Xin Yue Jasmine Geffner
Chief Executive Officer and Executive Director

The Appendix is an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate and should be read in conjunction with the Letter from the Board on pages 4 to 8 of this circular.

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.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 184,000,000 Shares.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 18,400,000 Shares, representing 10% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the relevant resolution at the AGM.

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

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

3. REASONS FOR REPURCHASES

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

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles or the laws of the Cayman Islands and any other applicable laws, including capital paid upon the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account of the Company.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended 30 June 2025 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.

6. SHARE PRICES

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

	Price per Share	
	Highest HK\$	Lowest HK\$
2024		
October	0.36	0.27
November	0.36	0.35
December	0.38	0.35
2025		
January	0.38	0.32
February	0.45	0.34
March	1.65	0.45
April	17.54	1.52
May	12.30	6.62
June	13.56	9.59
July	9.92	8.30
August	12.60	7.47
September	12.19	9.56
October	10.50	3.20
November (up to the Latest Practicable Date)	3.33	2.41

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders. The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands. In addition, the Company has confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a 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.

9. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of any repurchase(s) of Shares 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 of voting rights for the purposes of the Takeovers Code, and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the following Shareholder(s) were interested in 5% or more of the Company's issued share capital:

Name of Shareholder	Number of Shares held as at the Latest Practicable Date	Percentage of holding as at the Latest Practicable Date	Percentage of holding if the Repurchase Mandate is exercised in full
Wade Investment SPC Ltd. (Notes 1 & 2)	102,236,000	55.56%	61.74%

Notes:

- (1) Wade Investment SPC Ltd. is the Controlling Shareholder of the Company.
- (2) As at the Latest Practicable Date, Austen Capital International Limited holds 100% management share in the Wade Investment SPC Ltd. Austen Capital International Limited is wholly-owned by Jolly Atom Limited, which is wholly-owned by Mr. Lu Xiaoma. According to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Mr. Lu Xiaoma, Jolly Atom Limited and Austen Capital International Limited are deemed to be interested in the shares held by Wade Investment SPC Ltd.

Save as aforesaid and based on the information available to the Directors as at the Latest Practicable Date, the Directors are not aware of any consequences or implications which may arise under the Takeovers Code as a result of exercising the power to repurchase Shares under the Repurchase Mandate.

The Directors have no present intention of exercising the Repurchase Mandate. The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the hands of the public. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under the Rule 8.08 of the Listing Rules.

10. SHARES REPURCHASES MADE BY THE COMPANY

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

The biographical details of the Directors (as required by the Listing Rules) eligible for re-election at the AGM are set out below:

EXECUTIVE DIRECTORS

Mr. Lu Xiaoma (陸肖馬)

Mr. Lu, aged 58, has more than 20 years of experience in investment, financing and strategic mergers and acquisitions. He is currently a director and a responsible officer of Austen Capital, and an independent director of Helpport AI Limited (Stock Code: HPAI) (a company listed on Nasdaq) since August 2024 and an independent non-executive director of Forgame Holdings Limited (Stock Code: 0484) (a company listed on the Main Board of the Stock Exchange) since October 2020.

Mr. Lu was a managing partner of East Stone Capital Limited Partners (深圳前海東方弘遠資產管理有限公司*), an investment management company focusing on cross-border opportunities, from January 2018 to September 2024, where he was primarily responsible for overall management and project sourcing. Mr. Lu was the chief executive officer of East Stone Acquisition Corporation from February 2020 to November 2022, where he was primarily responsible for acquisition target sourcing and compliance.

Mr. Lu was previously an independent director of BOC International (China) Co., Ltd* (中銀國際證券股份有限公司) (Stock Code: 601696) (a company listed on the Shanghai Stock Exchange) from October 2018 to December 2024 and NWTN, Inc (Stock Code: NWTN) (a company listed on Nasdaq) from November 2022 to December 2024, respectively.

He graduated with a bachelor's degree and a master's degree in Thermal Engineering from Tsinghua University* (清華大學) in 1988 and 1993, respectively, and a master's degree in business administration from Boston College (波士頓學院) in 1999.

As at the Latest Practicable Date, Mr. Lu wholly owns Jolly Atom Limited, which is wholly owns Austen Capital International Limited, the entity that holds 100% management share in Wade Investment SPC Ltd. According to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Mr. Lu, Jolly Atom Limited and Austen Capital International Limited are deemed to be interested in the shares held by Wade Investment SPC Ltd. by virtue of Mr. Lu being entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of Wade Investment SPC Limited. Save as aforesaid, Mr. Lu did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Lu did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) did not hold other

* For identification purpose only

positions with the Company and its subsidiaries; and (iv) had not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. Lu entered into a service contract with the Company on 26 May 2025 for a term of three years commencing from 26 May 2025. Mr. Lu is subject to retirement by rotation and re-election in accordance with the Articles. Mr. Lu will not receive any remuneration from the Company for serving as an executive Director but will be reimbursed for out-of-pocket expenses incurred in execution of his duties, if any which is determined by the Board with reference to the recommendation of the Remuneration Committee by taking into account his duties and responsibilities within the Group.

Save as disclosed above, there is no information relating to Mr. Lu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the Shareholders.

Ms. Xin Yue Jasmine Geffner (蔡昕玥)

Ms. Geffner, aged 53, has more than 20 years of experience in management, financing, fund raising and mergers and acquisitions. Ms. Geffner is currently an independent director of Aureus Greenway Holdings Inc. (Stock Code: AGH) since February 2025 and Helpport AI Limited (Stock Code: HPAI) since August 2024, respectively, both of which are companies listed on Nasdaq. The principal business of Aureus Greenway Holdings Inc. is managing the operation of public golf country clubs in Florida, USA, while the principal business of Helpport AI Limited is developing and delivering AI-powered software and digital platforms for enterprise customer contact centers.

Ms. Geffner had served as Chief Financial Officer of various listed companies, including (i) Dorsett Hospitality International Services Limited (part of Far East Consortium International Limited (Stock Code: 035), a company listed on the Main Board of the Stock Exchange) from February 2019 to March 2025; (ii) GreenTree Hospitality Group Limited (Stock Code: GHG), a company listed on the New York Stock Exchange, from October 2017 to December 2018; and (iii) Carnival Group International Holdings Limited (Stock Code: 0996), a company listed on the Main Board of the Stock Exchange before its delisting on 7 December 2023, from August 2014 to March 2016. She served as the vice president in charge of corporate finance and development in Asia Pacific with LeEco from October 2016 to August 2017. Apart from the aforementioned work experiences, Ms. Geffner also has experiences working in regional and international banks such as ANZ Hong Kong, HSBC and Crédit Agricole.

Ms. Geffner received a bachelor's degree in international marketing and finance from Baruch College at the City University of New York in February 1994 and an MBA degree from the Stern School of Business at New York University in September 1997. She is a Certified Public Accountant (CPA) of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants, and a Chartered Financial Analyst (CFA).

Ms. Geffner was previously an independent director of NWTN Inc. (Stock Code: NWTN) (a company listed on Nasdaq) from November 2022 to December 2024, Tristar Acquisition I Corp. (Stock Code: TRIS) (a company listed on the New York Stock Exchange) from August 2023 to August 2024, and China Finance Online Co. Limited (Stock Code: JRJC) (a company listed on Nasdaq) from May to November 2021, respectively.

Save as disclosed herein, as at the Latest Practicable Date, (i) Ms. Geffner did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) did not hold other positions with the Company and its subsidiaries; and (iv) had not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Ms. Geffner entered into a service contract with the Company on 26 May 2025 for a term of three years commencing from 26 May 2025. Ms. Geffner is subject to retirement by rotation and re-election in accordance with the Articles. MS. Geffner will not receive any remuneration from the Company for serving as an executive Director but will be reimbursed for out-of-pocket expenses incurred in execution of her duties, if any which is determined by the Board with reference to the recommendation of the Remuneration Committee by taking into account his duties and responsibilities within the Group.

Save as disclosed above, there is no information relating to Ms. Geffner that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about her that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ye Changqing (葉長青)

Mr. Ye, aged 54, has more than 30 years of experience in professional accounting, financial advisory and investment. He is currently an independent non-executive director of Baozun Inc. (Stock Code: BZUN) (a company listed on Nasdaq) (Stock Code: 9991) (a company listed on the Main Board of the Stock Exchange of Hong Kong Limited “Stock Exchange”) since May 2016, Jinxin Fertility Group Limited (Stock Code: 1951) (a company listed on the Main Board of the Stock Exchange) since June 2019, Ascentage Pharma Group International (Stock Code: 6855) (a company listed on the Main Board of the Stock Exchange) (Stock Code: AAPG) (a company listed on Nasdaq) since June 2019, and Hygeia Healthcare Holdings Co., Limited (Stock Code: 6078) (a company listed on the Main Board of the Stock Exchange) since September 2019, respectively. Mr. Ye is also an independent director of Niu Technologies (Stock Code: NIU) (a company listed on Nasdaq) since October 2018.

From April 1993 to January 2011, Mr. Ye worked at the China office of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) (普華永道中天會計師事務所(特殊普通合夥)), with his last positions being partner and service line leader of advisory services and leader of transaction services of Shanghai office. He subsequently worked at CITIC Private Equity Funds Management Co., Ltd. (中信產業投資基金管理有限公司) from February 2011 to December 2015, and his last positions there were managing director, chief financial officer and member of the investment committee.

Mr. Ye obtained his bachelor's degree in journalism from Huazhong University of Science and Technology (華科技大學, formerly known as Huazhong University of Science and Technology (華中理工大學)) in the People's Republic of China in July 1992. He obtained his master's degree in business administration from University of Warwick in the United Kingdom in November 1999. Since December 1994, Mr. Ye has been a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

Mr. Ye was previously an independent nonexecutive director of Luzhou Bank Co., Ltd. (Stock Code: 1983) (a company listed on the Main Board of Stock Exchange) from December 2018 to September 2022, an independent director of VNET Group Inc. (Stock Code: VNET) (a company listed on Nasdaq) from August 2022 to October 2024, and NWTN Inc. (Stock Code: NWTN) (a company listed on Nasdaq) from November 2022 to December 2024, respectively.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Ye did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) did not hold other positions with the Company and its subsidiaries; and (iv) had not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. Ye has entered into a service contract with the Company commencing from 13 June 2025. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Articles. Mr. Ye is entitled to a director's fee of HK\$360,000 per annum which is determined by arm's length negotiation between Mr. Ye and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no information relating to Mr. Ye that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about his that needs to be brought to the attention of the Shareholders.

Ms Pickett Heidi Verrill

Ms Pickett, aged 55, has more than 30 years of experience in business strategy and execution, global development, operations and financial management for accelerating growth in financial services and blockchain technologies, as well as managing global teams and delivering innovative solutions across business, strategy, marketing and operational functions. She is currently employed as the Chief Business Officer at The Tie, which is a leading provider of information services for digital assets.

From 1991 to 2003, Ms Pickett worked at the State Street Corporation with her last positions being vice president, chief of staff of the office of the chief financial officer, group controller of corporate management, and a member of the corporate finance executive team. She subsequently worked at State Street Global Markets from 2004 to 2008, and her last positions there were senior managing director, head of global business integration, chief administrative officer, and a member of the executive management group, compliance and technology committee, and board of directors of State Street Global Markets broker dealer.

From 2011 to 2021, Ms Pickett worked at the Massachusetts Institute of Technology Sloan School of Management (“MIT Sloan”), with her last positions being assistant dean and head of master of finance program, and a member of MIT Sloan’s master of finance policy committee, finance curriculum and teaching committee, operating committee and undergraduate education committee. From 2021 to 2022, Ms Pickett was employed as the chief of staff of Algorand, which is a Layer-1 blockchain technology company that accelerates the convergence between decentralized and traditional finance.

Ms Pickett obtained her bachelor’s degree in science in finance from Bryant University in the United States of America in 1991. She obtained her master’s degree in accountancy from Bentley University in the United States of America in 1998.

Save as disclosed herein, as at the Latest Practicable Date, (i) Ms. Pickett did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) did not hold other positions with the Company and its subsidiaries; and (iv) had not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Ms. Pickett has entered into a service contract with the Company commencing from 13 June 2025. She is subject to retirement by rotation and/or re-election by general meetings in accordance with the Articles. Ms. Pickett is entitled to a director’s fee of HK\$360,000 per annum which is determined by arm’s length negotiation between Ms. Pickett and the Company and with reference to her duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no information relating to Ms. Pickett that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about her that needs to be brought to the attention of the Shareholders.

Mr. Huang Walter (黃偉慶)

Mr. Huang, aged 60, has more than 20 years of experience in private equity and investment banking. He is the chairman and general partner of Tianjin Binhai VC Investment Management Co., Ltd. since June 2007, the chief executive officer and general partner of Vcanbio Capital Management LLC since October 2017, the general partner of Aceso Biotech Capital Partners LLC since March 2020, and the managing partner of Pablo Hill Capital Management LLC since June 2023.

From June 1994 to May 1995, Mr. Huang worked at the State Farm Insurance Company as a programmer and analyst. He subsequently worked at Morningstar, Inc. from June 1995 to January 2000 as a senior analyst. Mr. Huang was employed as a consultant in Walgreen Co. from October 2000 to March 2001.

From April 2001 to August 2001, Mr. Huang was a consultant in Newell Rubbermaid. He subsequently worked as an internet architect in Centrifusion, Inc from September 2000 to May 2002. From September 2001 to May 2002, Mr. Huang was employed as a consultant in The WM. Wrigley Jr. Co.

Mr. Huang was the founding partner of Heracles Investment Corp. from June 2002 to May 2006, where he led the private equity firm's investment initiatives in China.

Mr. Huang obtained his bachelor's degree in electronic engineering, microelectronics and semiconductor from Fudan University (復旦大學) in the People's Republic of China in July 1987. He has completed his graduate study in computer engineering from University of Cincinnati in the United States of America in May 1994. Mr. Huang has obtained a Private Fund Manager Qualification (私募基金從業資格) that is issued by the Asset Management Association of China (中國證券投資基金業協會).

Mr. Huang was previously a director of China Wind Power International Corp. (Stock Code: CNW), a company listed on the TSX Venture Exchange before its delisting in October 2016, from June 2008 to October 2014.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Huang did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) did not hold other positions with the Company and its subsidiaries; and (iv) had not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. Huang has entered into a service contract with the Company commencing from 13 June 2025. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Articles. Mr. Huang is entitled to a director's fee of HK\$360,000 per annum which is determined by arm's length negotiation between Mr. Huang and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no information relating to Mr. Huang that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about his that needs to be brought to the attention of the Shareholders.

Details of the Proposed Amendments are set out as follows:

Existing provision	Proposed amendments
Memorandum of Association	
THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES	THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES
SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF	SECOND <u>THIRD</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF
Hang Sang (Siu Po) International Holding Company Limited	Hang Sang (Siu Po) International Holding Company Limited <u>East Nova Holdings Limited 啟明東方控股有限公司</u>
(Adopted by special resolution dated 2 December, 2022)	(Adopted by special resolution dated 2 December, 2022 <u>December, 2025</u>)
Clause 1 The name of the Company is Hang Sang (Siu Po) International Holding Company Limited.	Clause 1 The name of the Company is Hang Sang (Siu Po) International Holding Company Limited <u>East Nova Holdings Limited and its dual foreign name is 啟明東方控股有限公司.</u>

Articles of Association													
Cover The Companies Act (As Revised) Company Limited by Shares SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF Hang Sang (Siu Po) International Holding Company Limited (Adopted by Special Resolution dated 2 December, 2022)	Cover The Companies Act (As Revised) <u>Exempted</u> Company Limited by Shares SECOND <u>THIRD</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF Hang Sang (Siu Po) International Holding Company Limited <u>East Nova Holdings Limited</u> 啟明東方控股有限公司 (Adopted by Special Resolution dated 2 December, 2022 <u>5 December, 2025</u>)												
Title THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF Hang Sang (Siu Po) International Holding Company Limited (Adopted by Special Resolution dated 2 December, 2022)	Title THE COMPANIES ACT (AS REVISED) <u>EXEMPTED</u> COMPANY LIMITED BY SHARES SECOND <u>THIRD</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF Hang Sang (Siu Po) International Holding Company Limited <u>East Nova Holdings Limited</u> 啟明東方控股有限公司 (Adopted by Special Resolution dated 2 December, 2022 <u>5 December, 2025</u>)												
2(1) <table border="0"> <tr> <td><u>WORD</u></td><td><u>MEANING</u></td></tr> <tr> <td>....</td><td>...</td></tr> <tr> <td>“Company”</td><td>Hang Sang (Siu Po) International Holding Company Limited</td></tr> </table>	<u>WORD</u>	<u>MEANING</u>		...	“Company”	Hang Sang (Siu Po) International Holding Company Limited	2(1) <table border="0"> <tr> <td><u>WORD</u></td><td><u>MEANING</u></td></tr> <tr> <td>....</td><td>...</td></tr> <tr> <td>“Company”</td><td>Hang Sang (Siu- Po) International Holding Company Limited <u>East Nova Holdings Limited</u> 啟明東方控股有限 公司</td></tr> </table>	<u>WORD</u>	<u>MEANING</u>		...	“Company”	Hang Sang (Siu- Po) International Holding Company Limited <u>East Nova Holdings Limited</u> 啟明東方控股有限 公司
<u>WORD</u>	<u>MEANING</u>												
....	...												
“Company”	Hang Sang (Siu Po) International Holding Company Limited												
<u>WORD</u>	<u>MEANING</u>												
....	...												
“Company”	Hang Sang (Siu- Po) International Holding Company Limited <u>East Nova Holdings Limited</u> 啟明東方控股有限 公司												

NOTICE OF ANNUAL GENERAL MEETING



HANG SANG (SIU PO) INTERNATIONAL HOLDING COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3626)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Hang Sang (Siu Po) International Holding Company Limited (the “Company”) will be held at Suites 1903-1906, 19th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong on Friday, 5 December 2025 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the auditor of the Company (the “Auditor”) for the year ended 30 June 2025;
2.
 - (a) To re-elect Mr. Lu Xiaoma (陸肖馬) as an executive Director of the Company;
 - (b) To re-elect Ms. Xin Yue Jasmine Geffner (蔡昕玥) as an executive Director of the Company;
 - (c) To re-elect Mr. Ye Changqing (葉長青) as an independent non-executive Director of the Company;
 - (d) To re-elect Ms. Pickett Heidi Verrill as an independent non-executive Director of the Company; and
 - (e) To re-elect Mr. Huang Walter (黃偉慶) as an independent non-executive Director of the Company;
3. To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors;
4. To re-appoint Grant Thornton Hong Kong Limited as Auditor and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional ordinary shares and to sell or transfer treasury shares, if any, in the share capital of the Company (the “Shares”) or securities convertible into 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/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (f) below);
 - (ii) exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into or carry rights to subscribe for Shares;
 - (iii) the grant or exercise of the subscription rights under any option scheme or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (“Articles”); and

NOTICE OF ANNUAL GENERAL MEETING

- (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked;
- (e) 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 or any applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (f) “Rights Issue” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, any relevant jurisdiction, any recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, subject to and in accordance with all applicable laws and regulations, the Articles and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares, which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; 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 or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to the passing of Resolutions No. 5 and No. 6 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares (including sale or transfer of the treasury shares, if any) or securities convertible into 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/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers pursuant to the Resolution No. 5 as set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution No. 6 as set out in the notice convening this meeting, provided that such amount so repurchased shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company (excluding treasury shares, if any) in issue as at the date of passing of the said Resolution.”

SPECIAL RESOLUTIONS

To, as special businesses, consider and, if thought fit, pass the following resolutions as special resolutions of the Company:

8. “**THAT**, subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained by way of issue of a certificate of incorporation on change of name, the English name of the Company be changed from “Hang Sang (Siu Po) International Holding Company Limited” to “East Nova Holdings Limited” and the name “啟明東方控股有限公司” be adopted as the dual foreign name in Chinese of the Company (the “Change of Company Name”) with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and **THAT** any director of the Company or the company secretary of the Company be hereby authorized to do all such acts and things, arrange for the requisite filings in the Cayman Islands and Hong Kong, and execute and deliver all such documents as he/she consider necessary, desirable or expedient for the purpose of giving effect to the Change of Company Name.”
9. “**THAT**, subject to the Change of Company Name under resolution number 8 becoming effective:
- (a) the existing second amended and restated memorandum of association and the existing second amended and restated articles of association of the Company (collectively, the “Existing Memorandum and Articles”) be amended in the manner as set out in Appendix III to the circular of the Company dated 12 November 2025 (the “Proposed Amendments”);

NOTICE OF ANNUAL GENERAL MEETING

- (b) the new third amended and restated memorandum of association and the new third amended and restated articles of association of the Company (incorporating the Proposed Amendments) (collectively, the “New Memorandum and Articles”), copies of which have been produced to the meeting marked “A” and for identification purpose signed by the chairman of the meeting, be and are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of the Existing Memorandum and Articles respectively;
- (c) any one director of the Company or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the New Memorandum and Articles and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

Yours faithfully,
For and on behalf of the Board
Xin Yue Jasmine Geffner
Chief Executive Officer and Executive Director

Hong Kong, 12 November 2025

*Head office and principal place of
business in Hong Kong:*

Block C, 5/F., Gee Hing Chang Industrial Building
No. 16 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the AGM convened by this notice of AGM is entitled to appoint one or more proxies (if the shareholder holds two or more Shares) to attend and vote instead of him/her at the AGM. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you.
2. To be valid, the 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 lodged with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
3. In the case of joint holders of any Share(s), any one of such persons may vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

4. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish. In the event that you attend the AGM in person, the form of proxy will be deemed to have been revoked.
5. The register of members will be closed and no transfer of shares will be effected during the period from Monday, 1 December 2025 to Friday, 5 December 2025, both days inclusive. The record date for determination of entitlements of the members of the Company to attend and vote at the AGM will be on Friday, 5 December 2025.
6. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Friday, 28 November 2025.
7. An explanatory statement containing further details regarding Resolution 6 above is set out in Appendix I to the circular dated 12 November 2025 of which this notice of AGM forms part (the "Circular").
8. Particulars of the retiring Directors are set out in Appendix II to the Circular.
9. A form of proxy for use in connection with the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.hangsangpress.com).
10. If a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon, or black rainstorm warning signal is in force in Hong Kong at 6:30 a.m. or any time after 6:30 a.m. on the day of the AGM, the AGM will be postponed. The Company will publish an announcement on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.hangsangpress.com to notify shareholders of the date, time and place of the postponed meeting.

The AGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situations.

If Shareholders have any questions relating to the AGM, please contact the Branch Share Registrar of the Company, as follows:

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong
Telephone: (852) 2849 3399
Facsimile: (852) 2849 3319
Enquiry: info@unionregistrars.com.hk