

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



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;

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
 - (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).”

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.”

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**”);
 - (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.
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

As at the date of this announcement, the executive Directors of the Company are Mr Lu Xiaoma and Ms Xin Yue Jasmine Geffner and the independent non-executive Directors of the Company are Mr Ye Changqing, Ms Pickett Heidi Verrill and Mr Huang Walter.