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Tam Jai International Co. Limited

譚仔國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2217)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of Tam Jai International Co. Limited (the “**Company**”) will be held at 8th Floor of D2 Place ONE, No. 9 Cheung Yee Street, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 27 July 2022 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”, each a “**Director**”) and the independent auditor of the Company for the year ended 31 March 2022.
2. To declare a final dividend of HK\$0.114 per ordinary share of the Company (the “**Shares**”) for the year ended 31 March 2022.
3. (i) (a) To re-elect Mr. Lau Tat Man as an executive Director.
(b) To re-elect Mr. Lee Yuk Hang as an executive Director.
(c) To re-elect Mr. Sugiyama Takashi as a non-executive Director.
(d) To re-elect Mr. Tomitani Takeshi as a non-executive Director.
(ii) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint KPMG as auditor of the Company and to authorize the Board to fix its remuneration.

5. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(i) **“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**) and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to buy back its Shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of Shares to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this Resolution); and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the **“Articles of Association”**) or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the **“Shareholders”**) in general meeting.”

(ii) “**THAT:**

- (a) subject to compliance with the Listing Rules and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as hereinafter defined) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as hereinafter defined);
- (ii) the grant or exercise of any option under a share option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the grantees specified thereunder of options to subscribe for Shares or rights to acquire Shares;
- (iii) any scrip dividend scheme 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 of Association; or
- (iv) an allotment of Shares made in accordance with a grant of the right to subscribe for, or convert any security into Shares provided that the right has been approved in advance by a resolution of the Company whether conditionally or unconditionally,

shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this Resolution); and

- (c) for the purposes of this resolution no. 5(ii):

“**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 or any applicable laws to be held; and

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

- (iii) “**THAT** conditional upon the passing of the Ordinary Resolutions Nos. 5(i) and 5(ii) as set out in the notice convening the AGM (the “**Notice**”), the general mandate referred to in the resolution set out in Ordinary Resolution No. 5(ii) of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in Ordinary Resolution No. 5(i) of the Notice, provided that such number of Shares shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
Tam Jai International Co. Limited
Lau Tat Man
Chairman of the Board and
Chief Executive Officer

Hong Kong, 28 June 2022

Notes:

1. In light of the continuing risk posed by the COVID-19 pandemic, the Company is adopting special arrangements for the AGM. No Shareholder (or any proxy or corporate representative appointed by any Shareholder) will be permitted to attend the AGM in person, other than a minimum number of Shareholders (in person or by proxy) who are required to do so to form a quorate meeting. Accordingly, the quorum at the AGM will be formed by Directors or other senior staff members who are Shareholders or proxies by Directors or other senior staff members who are Shareholders or proxies.

2. We are enabling Shareholders to attend and vote at the AGM electronically through the website http://meetings.computershare.com/TamjaiIntl_AGM2022 (“**Online Platform**”), which can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders are advised to read the pages 19 to 20 of the circular for details of the special arrangements for the AGM.
3. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. Shareholders can appoint the chairman of the AGM or other persons as the proxies by providing their email address for receiving the designated invitation code to attend and vote on their behalf via the Online Platform. A proxy needs not be a Shareholder.
4. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the AGM electronically, or any adjourned meeting, should they so wish.
5. In order 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 deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the AGM or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. For determining the eligibility to attend and vote at the AGM or any adjournment thereof, the register of members of the Company will be closed from Friday, 22 July 2022 to Wednesday, 27 July 2022, 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 transfer forms duly accompanied by the relevant share certificates must be lodged with the Company’s 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 not later than 4:30 p.m. on Thursday, 21 July 2022.
7. For determining the entitlement to the proposed final dividend (subject to approval by the Shareholders at the AGM), the register of members of the Company will be closed from Thursday, 11 August 2022 to Monday, 15 August 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend for the year ended 31 March 2022, all transfer forms duly accompanied by the relevant share certificates must be lodged with the Company’s 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 not later than 4:30 p.m. on Wednesday, 10 August 2022.
8. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the AGM will be taken by poll except where the chairman of the AGM, 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 Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.
9. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong and Japan to prevent the spread of the COVID-19, certain Directors of the Company may attend the AGM through video conference or similar electronic means.
10. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the AGM electronically or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

11. For voting at the AGM via the Online Platform, Shareholders can refer to the enclosed notification letter and the Online Meeting User Guide for details. If you have any queries on the above, please contact the Company's share registrar, Computershare Hong Kong Investor Services Limited, via their hotline at (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
12. Subject to the development of the COVID-19 pandemic and prevailing Government's gathering and social distancing laws and regulations, the Company may make changes to the meeting arrangements for the AGM at short notice. Shareholders are advised to check the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.tamjai-intl.com) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.
13. In the event that a typhoon signal no. 8 or above is hoisted, "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force on the day of the AGM (or any adjournment thereof), Shareholders are suggested to visit the Company's website at www.tamjai-intl.com.hk for arrangements of the AGM (or any adjournment thereof).
14. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the executive Directors are Mr. Lau Tat Man, Ms. Chan Ping, Rita and Mr. Lee Yuk Hang, the non-executive Directors are Mr. Sugiyama Takashi, Mr. Shinkuma Satoshi and Mr. Tomitani Takeshi and the independent non-executive Directors are Mr. Lee Kwok Ming, Mr. Loo Kwok Wing and Mr. Yeung Yiu Keung.