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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisor.

**If you have sold or transferred** all your Shares, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**VIVA GOODS COMPANY LIMITED**  
**非凡領越有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 933)**

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) PROPOSED DECLARATION OF FINAL DIVIDEND**  
**AND**  
**(4) NOTICE OF THE ANNUAL GENERAL MEETING**

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Capitalised terms used on this cover shall have the same meanings as those defined in the circular, unless the context otherwise requires.

A notice convening the AGM to be held at 2/F., PopOffice, 9 Tong Yin Street, Tseung Kwan O, New Territories, Hong Kong on Tuesday, 11 June 2024 at 2:30 p.m. is set out on pages 17 to 21 of this circular. A proxy form is also enclosed. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed proxy form to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

20 March 2024

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## DEFINITIONS

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*In this circular, the following expressions have the meanings set out below unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at 2/F., PopOffice, 9 Tong Yin Street, Tseung Kwan O, New Territories, Hong Kong on Tuesday, 11 June 2024 at 2:30 p.m.
“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Act”	Companies Act (As Revised), Cap. 22 of the Cayman Islands, as amended from time to time
“Company”	Viva Goods Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any shares of the Company repurchased under the Repurchase Mandate will be added to the total number of shares of the Company which may be allotted and issued under the Issue Mandate
“GEM”	GEM of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended or supplemented from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with shares of the Company

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## DEFINITIONS

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“Latest Practicable Date”	15 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Memorandum of Association”	the memorandum of association of the Company
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate to the Directors to exercise the power of the Company to repurchase shares of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) at par value of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



**VIVA GOODS COMPANY LIMITED**  
**非凡領越有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 933)**

*Executive Directors:*

Mr. LI Ning (*Chairman and Chief Executive Officer*)  
Mr. LI Chunyang  
Mr. LI Qilin

*Non-executive Directors:*

Mr. Victor HERRERO  
Mr. MA Wing Man  
Ms. LYU Hong

*Independent non-executive Directors:*

Mr. LI Qing  
Mr. PAK Wai Keung, Martin  
Mr. WANG Yan  
Professor CUI Haitao

*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:*

2/F, PopOffice  
9 Tong Yin Street  
Tseung Kwan O  
New Territories  
Hong Kong

20 March 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) PROPOSED DECLARATION OF FINAL DIVIDEND**  
**AND**  
**(4) NOTICE OF THE ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM in relation to: (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of Directors; (iii) the proposed declaration of final dividend, and to give you a notice of the AGM.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

The Company has in issue an aggregate of 9,722,276,727 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the grant of Issue Mandate, the Company would be allowed to allot and issue up to a maximum of 1,944,455,345 Shares, representing approximately 20% of the issued Shares as at the date of the passing of the resolution approving the Issue Mandate assuming no further Shares will be issued or repurchased by the Company from the Latest Practicable Date and up to the date of the AGM.

### REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate, i.e. 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 up to a maximum of 10% of the number of Shares in issue as at the date of the passing of the relevant resolution.

Subject to the passing of the proposed resolution for granting of the Repurchase Mandate to the Directors and assuming that no other Shares will be issued or repurchased by the Company from the Latest Practicable Date and up to the date of the AGM, there will be 9,722,276,727 Shares in issue, and the exercise of the Repurchase Mandate up to the 10% limit will enable the Company to repurchase up to 972,227,672 Shares.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM providing that any shares of the Company repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued shares of the Company as at the date of the grant of the Repurchase Mandate) will be added to the total number of shares of the Company which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the end of the period within which the Company is required by the Companies Act or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to such next annual general meeting.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable 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.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

In accordance with Articles 108(A) and 108(B) and pursuant to Appendix C1 of the Listing Rules, Mr. LI Qilin (“**Mr. Li**”), Mr. Victor HERRERO (“**Mr. Herrero**”) and Mr. PAK Wai Keung, Martin (“**Mr. Pak**”) will retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

In accordance with Article 112, Professor CUI Haitao (“**Professor Cui**”) will retire at the AGM and, being eligible, offer himself for re-election at the AGM.

The Nomination Committee of the Board (the “**Nomination Committee**”) has considered the background, skills, knowledge and experience of the retiring Directors offering themselves for re-election, having regard to the Board diversity policy. The Board diversity policy sets out that Board appointments are based on a number of criteria having due regard to the benefits of diversity on the Board including, without limitation, gender, age, cultural and educational background. Mr. Pak and Professor Cui have confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board also consider Mr. Pak and Professor Cui meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The Board notes that the retiring Directors (including Mr. Pak and Professor Cui) offering themselves for re-election have extensive experience in their fields and professions and their education, backgrounds, experience and practices, which allows them to bring valuable perspectives, insights and skills to the Board and contributes to the diversity thereof.

The biographical details of the retiring Directors are set out in Appendix II to this circular.

### FINAL DIVIDEND

Reference is made to the final results announcement for the year ended 31 December 2023 of the Company published on 20 March 2024. The Board recommends to declare final dividend for the year ended 31 December 2023 of HK\$0.008 per share of the Company and an equivalent amount of dividend to the holder of the issued and outstanding convertible bonds of the Company as-converted basis whose names appear on the register of members of the Company on Tuesday, 9 July 2024. Subject to obtaining the approval at the forthcoming annual general meeting, the final dividend is expected to be paid on or before 22 July 2024.

### CLOSURE OF REGISTER OF MEMBERS OF FINAL DIVIDEND

The register of members of the Company will be closed from Monday, 8 July 2024 to Tuesday, 9 July 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order for a Shareholder to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 5 July 2024.

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## LETTER FROM THE BOARD

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### ACTIONS TO BE TAKEN

A notice of the AGM is set out on pages 17 to 21 of this circular. At the AGM, in addition to the ordinary business of the meeting, resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate;
- (b) the re-election of Directors; and
- (c) the declaration of final dividend.

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 Company, 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. As such, all the resolutions other than resolutions purely on procedural or administrative matters, to be proposed at the AGM will be taken by poll. An announcement on the poll results of the AGM will be made by the Company after the AGM.

The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be the close of business on 6 June 2024. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 6 June 2024.

A proxy form is also enclosed. Whether or not you intend to attend and vote at the AGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

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

### 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.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors are of the opinion that the resolutions are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
On behalf of the Board of  
**Viva Goods Company Limited**  
**LI Ning**  
*Chairman and Chief Executive Officer*

This appendix contains information required under the Listing Rules to be included in an explanatory statement to accompany the notice of a general meeting at which a resolution is to be proposed in relation to the repurchase by the Company of its own Shares. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate at the AGM.

### **1. LISTING RULES REQUIREMENTS FOR SHARE REPURCHASE**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognized by the SFO and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

### **2. REASONS FOR THE REPURCHASE MANDATE**

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the total issued share capital of the Company comprised 9,722,276,727 Shares. The exercise of the Repurchase Mandate up to the 10% limit will enable the Company to repurchase up to 972,227,672 Shares, on the assumption that no further Shares will be issued or repurchased before the date of the AGM.

### **4. SOURCE OF FUNDS**

Repurchase made pursuant to the Repurchase Mandate will be funded out of funds legally available for the purpose in accordance with the Company's Memorandum of Association, the Articles of Association and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a repurchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

Whilst the Repurchase Mandate, if exercise in full, may have 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 contained in the annual report of the Company for the year ended 31 December 2023, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

## 5. MARKET PRICES

The highest and lowest prices at which the Shares were traded on GEM and Main Board during previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2023</b>		
March	1.72	1.27
April	1.42	1.25
May	1.36	1.15
June*	1.57	1.17
July	1.45	1.32
August	1.48	1.05
September	1.54	1.10
October	1.28	0.95
November	1.11	0.84
December	0.91	0.76
<b>2024</b>		
January	0.89	0.65
February	0.82	0.67
March <sup>#</sup>	0.77	0.65

*Note:*

<sup>#</sup> Up to the Latest Practicable Date

\* The Shares transferred from GEM to the Main Board of the Stock Exchange since 27 June 2023

## 6. THE TAKEOVERS CODE

As at the Latest Practicable Date, as recorded in the register required to be kept by the Company under Part XV of the SFO and to the best of the knowledge of the Directors, Mr. Li Ning and parties acting in concert were interested and deemed to be interested in more than 50% of the issued share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to the extent which may result in the number of Shares in the hands of public falling below the minimum percentage prescribed by the Stock Exchange.

**7. SHARE REPURCHASES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

**8. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), presently intend to sell Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

The Directors will exercise the power of the Company to make purchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Company's Memorandum of Association, the Articles of Association and the applicable laws of the Cayman Islands. Neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the Repurchase Mandate is granted by the Shareholders.

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out below:

**Mr. Li Qilin, Executive Director**

Mr. Li Qilin (“**Mr. Li**”), aged 37, was appointed as a non-executive Director on 6 June 2013. Mr. Li has been re-designated from a non-executive Director to an executive Director and appointed as a member of the executive committee of the Company with effect from 13 November 2015. He is responsible for overseeing the overall management, business strategic development and general operations of the Group. Mr. Li joined the Group in June 2013 and is a director of various subsidiaries of the Company. Mr. Li had been a director of Lead Ahead Limited, a substantial shareholder of the Company.

Mr. Li Qilin has been appointed as a non-executive director of Li Ning Co (“**Li Ning Co**”, Stock Code: 2331, a company listed on the Main Board of the Stock Exchange) since 13 December 2017 and re-designated as its executive director with effect from 19 June 2018.

Mr. Li Qilin has considerable experience in financial services industry and was an analyst of Persistent Asset Management Limited during the period from January 2010 to July 2013. Mr. Li is the son of Mr. Li Chun, a substantial shareholder of the Company (as defined in the SFO) and the nephew of Mr. Li Ning, the chairman, chief executive officer and an executive Director of the Company.

Mr. Li Qilin has entered into a service agreement with the Company for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. As at the Latest Practicable Date, he is entitled to receive an annual director’s fee of HK\$200,000, a fixed annual salary of HK\$2,860,000 and GBP52,000, a discretionary bonus and an annual housing benefit of not exceeding HK\$768,000 which were determined with reference to his duties and responsibilities with the Group and he will also be entitled to an additional remuneration or fees as determined by the Company from time to time having regard to the services provided by him.

As at the Latest Practicable Date, Mr. Li Qilin was deemed to be interested in an aggregate of 3,680,022,769 Shares and 20,000,000 underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li has not held any other position with the Company or its subsidiaries, does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules and does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Li does not and did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no information of Mr. Li that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

**Mr. Victor Herrero, Non-executive Director**

Mr. Victor Herrero (“**Mr. Herrero**”), aged 55, has been appointed as a non-executive Director of the Company with effect from 14 January 2021. He is responsible for participating in strategic planning and advising on significant decision-making of the Group. Prior to the appointment, he was a senior advisor of the Company. From 24 July 2020 to 4 April 2023, Mr. Herrero served as the chairman and a non-executive director of a non-wholly owned subsidiary of the Company, Bossini International Holdings Limited (Stock Code: 592, a company listed on the Main Board of the Stock Exchange).

Mr. Herrero has extensive experience in corporate management and business operations in the consumables industry. Mr. Herrero currently a director and the chief executive officer of Lovisa Holdings Limited (ASX: LOV), a company listed on the Australian Securities Exchange which is principally engaged in retail sales of fashion jewelry and accessories. From 2015 to 2019, Mr. Herrero served as the chief executive officer and director of Guess Inc. (NYSE: GES), a company listed on the New York Stock Exchange, which is principally engaged in designing, marketing, distributing and licensing a lifestyle collection of contemporary apparel, denim, handbags, watches, footwear and other related consumer products around the world. Prior to joining Guess Inc., Mr. Herrero served as the head of Asia Pacific and managing director of Greater China of Industria de Diseño Textil, S.A. (Inditex Group), an international fashion retailer with brands including Zara, Massimo Dutti, Pull & Bear, Bershka and Stradivarius. Mr. Herrero was a board member and a supervisory board member of Global Fashion Group S.A. (FWB: GFG) (an e-commerce fashion site operator and owner of Zalora and The Iconic, the shares of which are listed on the Frankfurt Stock Exchange). He is also a board member of G-III Apparel Group, Ltd (Nasdaq: GIII) (a US manufacturer and distributor operating through a portfolio of brands, the shares of which are listed on the Nasdaq Stock Market in the US).

Mr. Herrero graduated with a master of business administration from Kellogg School of Management at Northwestern University and School of Business and Management at the Hong Kong University of Science and Technology in 2003. He obtained a bachelor’s degree in business administration from ESCP Europe in Paris, France in 1992 and a bachelor’s of law degree from the University of Zaragoza in Spain in 1993. He was also awarded “Best CEO in the Sustainable Apparel Industry” in 2018 by the European CEO Magazine.

Mr. Herrero has entered into a service agreement with the Company for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. As at the Latest Practicable Date, he is entitled to receive from the Company an annual director's fee of HK\$200,000, a fixed annual salary of GBP52,000 which was determined with reference to his responsibilities to be undertaken and such additional fees or other remuneration in respect of any special services agreed by the parties to be rendered by him as the parties may from time to time agree.

As at the Latest Practicable Date, Mr. Herrero was deemed to be interested in an aggregate of 29,168,000 Shares and 34,000,000 underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Herrero has not held any other position with the Company or its subsidiaries, does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules. Mr. Herrero does not and did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no information of Mr. Herrero that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Herrero that need to be brought to the attention of the Shareholders.

**Mr. Pak Wai Keung, Martin, Independent non-executive Director**

Mr. Pak Wai Keung, Martin ("**Mr. Pak**"), aged 60, was appointed as an independent non-executive Director, the chairman of the audit committee and a member of the nomination committee of the Company on 13 February 2019. He is responsible for supervising and providing independent judgement on the Group's strategies, performance, resources and standard of conduct. He has accumulated over 25 years of experience in finance, accounting and corporate governance affairs. Mr. Pak graduated with a bachelor of commerce degree from the Murdoch University, Australia in 1991 and a master of corporate governance degree from The Hong Kong Polytechnic University in 2009. Mr. Pak is a fellow of the Hong Kong Institute of Certified Public Accountants, an associate of The Chartered Governance Institute (formerly The Institute of Chartered Secretaries and Administrators) in the United Kingdom and The Hong Kong Chartered Governance Institute (formerly The Hong Kong Institute of Chartered Secretaries).

Mr. Pak has been appointed as an independent non-executive director of Nan Nan Resources Enterprise Limited (Stock Code: 1229, a company listed on the Main Board of the Stock Exchange) and Dragon Mining Limited (Stock Code: 1712, a company listed on the Main Board of the Stock Exchange) with effect from 19 September 2017 and 5 November 2018 respectively. Mr. Pak had been an independent non-executive director of China Huiyuan Juice Group Limited (previous stock code: 1886) since 12 June 2019. The trading in securities of such company had been suspended since 3 April 2018 and such company was subsequently delisted from the Main Board of the Stock Exchange on 18 January 2021. Mr. Pak had also served as an independent non-executive director of Convoy Global Holdings Limited (previous stock code: 1019) since 8 December 2017. The trading in securities of such company had been suspended since 7 December 2017 and such company was subsequently delisted from the Main Board of the Stock Exchange on 4 May 2021.

Mr. Pak has entered into a service agreement with the Company for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. As at the Latest Practicable Date, he is entitled to receive an annual director's fee of HK\$250,000 which was determined with reference to his responsibilities to be undertaken and such additional fees or other remuneration in respect of any special services agreed by the parties to be rendered by him as the parties may from time to time agree.

As at the Latest Practicable Date, Mr. Pak was deemed to be interested in an aggregate of 1,800,000 underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Pak has not held any other position with the Company or its subsidiaries, does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules. Mr. Pak does not and did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no information of Mr. Pak that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Pak that need to be brought to the attention of the Shareholders.



**Professor Cui Haitao, Independent non-executive Director**

Professor Cui Haitao (“**Professor Cui**”), aged 49, was appointed as an independent non-executive Director and a member of the nomination committee of the Company with effect from 26 October 2023. He is responsible for supervising and providing independent judgement on the Group’s strategies, performance, resources and standard of conduct. Professor Cui has started his teaching career in tertiary education as Lecturer of Marketing in 2005 at Carlson School of Management in University of Minnesota Twin Cities (“**UMN**”). He is currently a Deputy Associate Dean for Global DBA Program, Ecolab-Pierson M. Grieve Chair in International Marketing and Professor of Marketing of UMN. He is also an affiliated professor at the Department of Industrial & System Engineering, College of Science & Engineering at UMN.

Professor Cui is widely recognized for his contributions in areas of behavioral modeling in marketing, branding, competitive strategies, distribution channels, marketing-operations interfaces, and pricing. He has served as a departmental editor of “OM-Marketing Interface area at Production and Operations Management” and “Customer Experience, Behavior, and Decision-Making area at Service Science” since 2021 and 2019 respectively. He has also served as a guest associate editor for “Management Science” since 2016. He has also been the Vice President of the Behavioral Operations Management and Research Society at Operations Research Society of China since 2015. Professor Cui was also the Vice President of the Production and Operation Management Society College of Behavioral Operations from 2017 to 2019.

Professor Cui was selected as the one of the American Marketing Association-Sheth Doctoral Consortium Fellow in 2004, 2017 and 2020 respectively. He received the Meritorious Service Award from 2011 to 2019 by “Management Science” and Distinguished Service Award in 2014 and 2017 and the 3M Non-Tenured Faculty Award from 2007 to 2010. He was nominated to be the MSI Young Scholars in 2011 and the Chang Jiang Scholars by Ministry of Education of China in 2016.

Professor Cui obtained his Bachelor’s Degree in Industrial Engineering and Degree in Fluid Machinery and Fluid Engineering and International Master of Business Administration from Tsinghua University in 1998 and 2000. He received his Master of Business Administration in Operations and Information Management and Doctor of Philosophy in Managerial Science & Applied Economics from Wharton School of University of Pennsylvania in 2002 and 2005 respectively.

Professor Cui has entered into a service agreement with the Company for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. As at the Latest Practicable Date, he is entitled to receive an annual director’s fee of HK\$250,000 which was determined with reference to his responsibilities to be undertaken and such additional fees or other remuneration in respect of any special services agreed by the parties to be rendered by him as the parties may from time to time agree.

As at the Latest Practicable Date, Professor Cui was deemed to be interested in an aggregate of 4,984,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Professor Cui has not held any other position with the Company or its subsidiaries, does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules. Professor Cui does not and did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no information of Professor Cui that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Professor Cui that need to be brought to the attention of the Shareholders.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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### VIVA GOODS COMPANY LIMITED

### 非凡領越有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 933)**

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**AGM**”) of Viva Goods Company Limited (the “**Company**”) will be held at 2/F., PopOffice, 9 Tong Yin Street, Tseung Kwan O, New Territories, Hong Kong on Tuesday, 11 June 2024 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements, the report of the directors of the Company (the “**Directors**”) and the report of the auditor of the Company for the year ended 31 December 2023.
2. To re-elect the retiring Directors (each as a separate resolution) and to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint auditor and to authorise the Board to fix the remuneration of auditor.
4. To approve the payment of a final dividend of HK\$0.008 per share to the shareholders of the Company and the holders of the outstanding convertible bonds on a converted basis for the year ended 31 December 2023 (the “**Final Dividend**”).

And as special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

5. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants, and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, or (iii) an issue of shares upon the exercise of the subscription rights under the share option scheme or similar arrangement for the time being adopted, shall not exceed 20 per cent. of the aggregate number of shares of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (c) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
- (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 of association of the Company or any other applicable law of the Cayman Islands to be held;  
or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all power of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of issued shares of the Company repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue as at the date of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (b) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law of the Cayman Islands to be held;  
or

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## NOTICE OF THE ANNUAL GENERAL MEETING

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(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

7. “**THAT** conditional upon Resolution Nos. 5 and 6 set out in the notice concerning this meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to Resolution No. 5 set out in the notice convening this meeting be and is hereby extended by the number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 6 set out in the notice convening this meeting, provided that such extended number of shares shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue as at the date of this resolution.”

By order of the Board of  
**Viva Goods Company Limited**  
**LI Ning**  
*Chairman and Chief Executive Officer*

Hong Kong, 20 March 2024

*Executive Directors:*

Mr. LI Ning (*Chairman and Chief Executive Officer*)

Mr. LI Chunyang

Mr. LI Qilin

*Non-executive Directors:*

Mr. Victor HERRERO

Mr. MA Wing Man

Ms. LYU Hong

*Independent non-executive Directors:*

Mr. LI Qing

Mr. PAK Wai Keung, Martin

Mr. WANG Yan

Professor CUI Haitao

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

2/F, PopOffice

9 Tong Yin Street

Tseung Kwan O

New Territories

Hong Kong

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*Notes:*

1. Pursuant to the Listing Rules, all the above resolutions are to be voted by poll at the above meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or, if he/she/it is the holder of two or more shares, more than one proxy to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company.
3. **Closure of Register of Members for the entitlement of attending the AGM**

The record date for determining the entitlement of the shareholders of the Company to attend and vote at the meeting will be the close of business on Thursday, 6 June 2024. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 6 June 2024.

**Closure of Register of Members for payment of final dividend of 2023**

The register of members of the Company will be closed from Monday, 8 July 2024 to Tuesday, 9 July 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order for a Shareholder to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 5 July 2024.

4. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
5. Delivery of an instrument appointing a proxy should not preclude a shareholder from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint registered holders of a share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such share.