
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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Tam Jai International Co. Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED RE-ELECTION OF DIRECTORS,
(2) PROPOSED GRANTING OF GENERAL MANDATES
TO BUY BACK AND ISSUE SHARES,
(3) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

Unless the context requires otherwise, capitalised terms used on this cover page have the same meaning as defined in the section headed “Definitions” in this circular.

A notice convening the annual general meeting of Tam Jai International Co. Limited to be held at 8th Floor of D2 Place ONE, No.9 Cheung Yee Street, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 7 August 2024 at 3:00 p.m. is set out in this circular.

A proxy form for use at the AGM is enclosed. This circular together with the proxy form are published on the respective websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.tamjai-intl.com). Shareholders are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to our share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (“**Share Registrar**”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they do wish.

There will be no distribution of gifts or service of refreshment at the AGM.

Should there be any inconsistencies between the English text and the Chinese text of this circular, the English text of this circular will prevail over the Chinese text.

12 July 2024

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened and held at 8th Floor of D2 Place ONE, No.9 Cheung Yee Street, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 7 August 2024 at 3:00 p.m. (or any adjournment thereof), to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular
“Articles of Association”	the articles of association of the Company, as amended and supplemented from time to time
“Board”	the board of Directors
“Company”	Tam Jai International Co. Limited (stock code: 2217), a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK\$0.059 per Share for the year ended 31 March 2024 to the Shareholders whose name appear on the Register on the Record Date
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and/or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution as set out in Resolution No. 5(ii) of the notice of the Annual General Meeting
“Latest Practicable Date”	5 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Date”	the date on which dealings in the Shares on the Main Board of the Stock Exchange first commenced, being 7 October 2021
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended and supplemented from time to time
“Mr. Awata”	Mr. Awata Takaya (粟田貴也), the spouse of Mrs. Awata and a controlling shareholder of the Company
“Mrs. Awata”	Mrs. Awata Toshimi (粟田利美), the spouse of Mr. Awata and a controlling shareholder of the Company
“Nomination Committee”	the nomination committee of the Company
“Record Date”	19 August 2024, being the record date for determining entitlements of the Shareholders to the Final Dividend
“Register”	the register of members of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	the ordinary share(s) of the Company with no par value
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution as set out in Resolution No. 5(i) of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“SMBC Bank”	SMBC Trust Bank Ltd., the entrusted bank which holds certain shares in Toridoll Japan for and on behalf of Mr. Awata, Mrs. Awata and T&T, all being controlling shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended and supplemented from time to time

DEFINITIONS

“Toridoll HK”	Toridoll Holding Limited, a company incorporated in Hong Kong with limited liability on 21 September 2012 and a controlling shareholder of the Company
“Toridoll Japan”	Toridoll Holdings Corporation, a company established in Japan with limited liability on 11 June 1990 whose shares are listed on the Tokyo Stock Exchange (stock code: 3397) and a controlling shareholder of the Company
“T&T”	T&T Inc. (有限会社ティーアンドティー), a company established in Japan with limited liability on 25 April 2002 and controlled by Mr. Awata and Mrs. Awata
“%”	per cent

LETTER FROM THE BOARD



Tam Jai International Co. Limited

譚仔國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2217)

Executive Directors:

Mr. Lau Tat Man (*Chairman*)

Ms. Chan Ping, Rita

Mr. Yeung Siu Cheong

Non-Executive Directors:

Mr. Sugiyama Takashi

Mr. Tomitani Takeshi

Mr. Someya Norifumi

Independent Non-Executive Directors:

Mr. Lee Kwok Ming

Mr. Loo Kwok Wing

Mr. Yeung Yiu Keung

Registered Office and Principal Place of

Business in Hong Kong:

8th Floor of D2 Place ONE

No. 9 Cheung Yee Street

Cheung Sha Wan

Kowloon

Hong Kong

12 July 2024

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS,
(2) PROPOSED GRANTING OF GENERAL MANDATES
TO BUY BACK AND ISSUE SHARES,
(3) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the Annual General Meeting, resolutions will be proposed for the Shareholders to approve, among others, (i) the re-election of retiring Directors; (ii) the grant of the Issuance Mandate and the Share Buy-back Mandate; (iii) the extension of the Issuance Mandate to include Shares bought back pursuant to the Share Buy-back Mandate; and (iv) payment of the Final Dividend.

LETTER FROM THE BOARD

The purpose of this circular is to provide the Shareholders with information in respect of resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against the relevant resolutions to be proposed at the Annual General Meeting.

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 111(a) of the Articles of Association, one-third of the Directors shall retire from office by rotation at each annual general meeting and such retiring Directors shall be eligible for re-election. Accordingly, Mr. Lau Tat Man (an executive Director), Mr. Sugiyama Takashi (a non-executive Director) and Mr. Yeung Yiu Keung (an independent non-executive Director) shall retire from office by rotation at the Annual General Meeting.

All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has considered the biographical details and other related particulars of the above retiring Directors, with reference to the board diversity policy of the Company taking into account diversity aspects including professional experience, skills, knowledge, education background, gender, age and ethnicity, and their contributions to the Company during their tenure.

All the above retiring Directors possess extensive experience and knowledge in their respective professional and commercial fields, who can contribute valuable advice on the business and development of the Group and can also conform with the Company's board diversity policy. They have consistently demonstrated strong commitment to their roles, and the ability to devote sufficient time to the Board.

In particular, when considering the nomination of Mr. Yeung Yiu Keung, the Board has taken into consideration the perspectives, skills and experience that Mr. Yeung Yiu Keung could bring to the Board as an independent non-executive Director, including his almost 31 years of experience in the consumer, retail, and food and beverage industries, as well as his working profile and other experiences and merits as set out in Appendix I to this circular. The Nomination Committee is satisfied that Mr. Yeung Yiu Keung has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively and can contribute to an appropriate balance of skills, diversity and independence at the Board level.

The Company has also received from Mr. Yeung Yiu Keung a confirmation of independence and the Board has assessed and reviewed his independence based on the criteria set out in Rule 3.13 of the Listing Rules and confirms it considers Mr. Yeung Yiu Keung is independent. Mr. Lau Tat Man and Mr. Yeung Yiu Keung, being members of the Nomination Committee, have abstained from voting on their own nomination.

LETTER FROM THE BOARD

Accordingly, with the recommendation of the Nomination Committee of the Company, the Board is satisfied that the re-election of each of Mr. Lau Tat Man, Mr. Sugiyama Takashi and Mr. Yeung Yiu Keung as Directors is in the interests of the Company and its Shareholders as a whole. The retiring Directors abstained from the discussion and voting at the Board meeting regarding their respective nominations.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Lau Tat Man as executive Director, Mr. Sugiyama Takashi as non-executive Director, and Mr. Yeung Yiu Keung as independent non-executive Director. Details of such Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 9 August 2023, an ordinary resolution was passed granting a general mandate to the Directors to buy back Shares up to a maximum of 10% of the total number of the issued Shares as at the date of passing such resolution. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to exercise the powers of the Company to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing such resolution as set out in Resolution No. 5(i) of the notice of the Annual General Meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-Back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 9 August 2023, an ordinary resolution was passed granting a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to allot, issue and/or deal with additional Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and/or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution as set out in Resolution No. 5(ii) of the notice of the Annual General Meeting. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

As at the Latest Practicable Date, there were 1,346,698,490 Shares in issue. Subject to the passing of the ordinary resolutions to approve the Issuance Mandate and the Share Buy-back Mandate at the Annual General Meeting and on the basis that no further Shares are issued or

LETTER FROM THE BOARD

bought back from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to issue up to a maximum of 269,339,698 Shares under the Issuance Mandate and to buy back up to a maximum of 134,669,849 Shares under the Share Buy-back Mandate.

5. CLOSURE OF REGISTER

To ascertain the identity of the Shareholders who are entitled to attend and vote at the Annual General Meeting, the Register will be closed from Friday, 2 August 2024 to Wednesday, 7 August 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 1 August 2024.

For the purpose of ascertaining the Shareholders' entitlement to the Final Dividend, the Register will be closed from Thursday, 15 August 2024 to Monday, 19 August 2024 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar at the address specified above not later than 4:30 p.m. on Wednesday, 14 August 2024.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

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, 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 manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed hereto. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.tamjai-intl.com). Shareholders are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish and in such event, the proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

If any Shareholder has any question relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Share Registrar, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre,
183 Queen's Road East, Wanchai, Hong Kong HK
Tel: (852) 2862 8555
Fax: (852) 2865 0990
Online Enquiries: www.computershare.com/hk/en/online_feedback

7. DECLARATION OF FINAL DIVIDEND

As disclosed in the Company's annual results announcement dated 13 May 2024, the Board has resolved to recommend the payment of the Final Dividend to the Shareholders whose names appear on the Register on the Record Date. The distribution of the Final Dividend is subject to the approval by the Shareholders at the AGM and resolution will be proposed to the Shareholders for voting at the AGM. If approved, the Final Dividend is expected to be paid on 4 September 2024.

8. RECOMMENDATION

The Board considers that the re-election of the retiring Directors, the grant of the Issuance Mandate and the Share Buy-back Mandate, the extension of the Issuance Mandate and the declaration of the Final Dividend are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions to be proposed at the Annual General Meeting.

9. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

By order of the Board
Tam Jai International Co. Limited
Lau Tat Man

Chairman of the Board and Chief Executive Officer

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:

EXECUTIVE DIRECTOR**(1) Mr. Lau Tat Man (劉達民) (“Mr. Lau”)**

Mr. Lau Tat Man (劉達民), aged 56, was appointed as a Director on 1 October 2018 and was re-designated as an executive Director on 8 April 2021. Mr. Lau is the chairman and chief executive officer of the Company and a director of all of the subsidiaries of the Company. Mr. Lau is the chairman of the nomination committee and a member of the remuneration committee of the Company.

Mr. Lau has over 34 years of experience in the food and beverage industry in Hong Kong and the Asia Pacific region. Prior to joining the Group, he worked as a managing director of Asia Pacific at Select Service Partner Asia Pacific Limited, a subsidiary of SSP Group PLC, a company listed on the London Stock Exchange (stock code: SSPG). Also, he worked as a managing director of the quick service restaurants group of Café de Coral Group Limited, a subsidiary of Café de Coral Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 341).

Mr. Lau holds a master’s degree in business administration from The Chinese University of Hong Kong in Hong Kong and was placed on the dean’s list in 2010 to 2011.

Save as disclosed above, Mr. Lau had not held any directorship in other listed public companies in Hong Kong or overseas during the three years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. Lau has entered into a service contract with the Company for a term of three years commencing from the Listing Date. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association or any applicable laws from time to time whereby he shall vacate his office. Under the service agreement entered into between Mr. Lau and the Company, Mr. Lau is not entitled to receive a director’s fee. With respect to his executive role, Mr. Lau is entitled to receive from the Company emoluments of HK\$3,980,000 per annum and such amount of discretionary bonus which the Company may decide to pay. Such emoluments are determined with reference to the performance and profitability of the Group as well as his personal performance, remuneration benchmark in the industry and prevailing market conditions.

As at the Latest Practicable Date, Mr. Lau has the following interests in the shares/underlying shares within the meaning of Part XV of the SFO. Mr. Lau does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined under the Listing Rules) of the Company.

Name of Director	Capacity/nature of interests	Number of shares/ underlying shares held under derivatives	Approximate percentage of the Company's issued share capital
Lau Tat Man	Beneficial owner	3,075,000	0.23%

NON-EXECUTIVE DIRECTOR

(2) Mr. Sugiyama Takashi (杉山孝史) (“Mr. Sugiyama”)

Mr. Sugiyama Takashi (杉山孝史), aged 46, was appointed as a non-executive Director on 8 April 2021.

Mr. Sugiyama joined Toridoll Japan in February 2019 and is currently an executive vice president and chief operating officer of Toridoll Japan. Mr. Sugiyama is also a director of certain subsidiaries of Toridoll Japan, including Toridoll HK.

Mr. Sugiyama has over 22 years of management consultancy experience. Prior to joining Toridoll Japan and our Group, he served as a director at Deloitte Tohmatsu Consulting Co., Ltd (now known as ABeam Consulting Ltd), a director at Maval Partners Inc. (now known as PwC Advisory LLC.), and a partner at Deloitte Tohmatsu Consulting LLC., a company principally engaged in management consultancy in Japan.

Mr. Sugiyama holds a bachelor's degree in economics from the Keio University, Japan and an executive master of business administration degree jointly from the University of California in Los Angeles John E. Anderson Graduate School of Management in the United States and the National University of Singapore in Singapore.

As at the Latest Practicable Date, Mr. Sugiyama has the following interests in the shares/ underlying shares of Toridoll Japan, an associated corporation of the Company within the meaning of Part XV of the SFO.

Name of Director	Capacity/nature of interests	Number of shares/ underlying shares held under derivatives	Approximate percentage of shareholding in associated corporation
Sugiyama Takashi	Beneficial owner	13,793	0.00%

Save as disclosed above, Mr. Sugiyama had not held any directorship in other listed public companies in Hong Kong or overseas during the three years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. Sugiyama has entered into a letter of appointment with the Company for a term of 3 years commencing from 14 September 2021. Mr. Sugiyama is not entitled to any remuneration under the letter of appointment for holding his office as non-executive Director.

Save as disclosed, Mr. Sugiyama does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined under the Listing Rules) of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTOR

(3) Mr. Yeung Yiu Keung (楊耀強) (“Mr. Yeung”)

Mr. Yeung Yiu Keung (楊耀強), aged 61, was appointed as an independent non-executive Director on 14 September 2021. Mr. Yeung is a member of the audit committee, remuneration committee and nomination committee of the Company.

Mr. Yeung has almost 31 years of experience in the consumer, retail, and food and beverage industries. Prior to joining our Group, he served in PT Sarimelati Kencana, Birdland Taiwan KFC, Birdland (Hong Kong) Limited, Little Sheep Group Limited, International Housewares Retail Company Limited (“IH Retail”), a company listed on the Main Board of the Stock Exchange (stock code: 1373), Shanghai Shihao Foods Co., Ltd.* (上海世好食品有限公司) (formerly known as Shanghai Shihao Catering Management Co., Ltd.* (上海世好餐飲管理有限公司)), and CFB Group, a company principally engaged in operating the Dairy Queen and Papa John’s brands franchises and other local brands in Mainland China where he was primarily responsible for providing strategic advice and recommendations on the operations and management of the respective groups. From March 2011 to December 2019, he served as an industrial adviser at EQT Funds Management Limited, a company principally engaged in global investment, where he was primarily responsible for providing advice on portfolio companies relating to food and consumer products. Since

December 2018, Mr. Yeung has been serving as an independent non-executive director and a member of the audit, nomination and remuneration committees of IH Retail and currently is the Chairman and principal operator of Jumbo Five (Shanghai) Holdings Limited — a franchisee of Five Guys Burgers and Fries in China.

Mr. Yeung holds a bachelor of science degree from the University of Oregon in the U.S. and an executive master of business administration (master of management) degree jointly from J.L. Kellogg Graduate School of Management of Northwestern University in the United States and the School of Business and Management at Hong Kong University of Science and Technology in Hong Kong.

Mr. Yeung has been appointed for a term of three years commencing from 14 September 2021. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association or any applicable laws from time to time whereby he shall vacate his office. Under the letter of appointment entered into between Mr. Yeung and the Company, Mr. Yeung is entitled to receive a director's fee of HK\$240,000 per annum. The director's fee is determined with reference to the prevailing market conditions, duties and responsibilities in the Company and in line with director's fee payable to the other Independent Non-Executive Directors. Save for the director's fee, Mr. Yeung is not entitled to any other emoluments.

As at the Latest Practicable Date, Mr. Yeung was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yeung had not held any directorship in other listed public companies in Hong Kong or overseas during the three years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. Yeung does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined under the Listing Rules) of the Company.

OTHERS

Save as disclosed above, there is no other information relating to the above retiring Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders or the Stock Exchange.

This appendix serves as an explanatory statement, as required by the Listing Rules to provide the Shareholders with requisite information to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 1,346,698,490 Shares.

Subject to the passing of the ordinary resolution set out in Resolution No. 5(i) of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total number of 134,669,849 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and its Shareholders as a whole. Such buy-back may, depending on the 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 buy-back will benefit the Company and its Shareholders as a whole.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for any share buy-back in accordance with the Articles of Association, the Listing Rules and all applicable laws and regulations of Hong Kong, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position as at 31 March 2024) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back 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.

5. SHARES PRICES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date are as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
July	1.84	1.65
August	1.84	1.50
September	1.70	1.32
October	1.37	1.11
November	1.42	1.21
December	1.33	1.17
2024		
January	1.29	1.15
February	1.17	1.05
March	1.13	1.00
April	1.01	0.89
May	1.22	0.95
June	1.17	1.01
July (up to the Latest Practicable Date)	1.05	1.01

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

As at the Latest Practicable Date, 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 granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong. The Directors consider that neither this explanatory statement nor the Share Buy-back Mandate has any unusual features.

7. TAKEOVERS CODE

If on the exercise of the power to buy back Shares pursuant to the Share Buy-back 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. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, Toridoll HK, which is wholly-owned by Toridoll Japan, directly held approximately 74.26% of the issued share capital of the Company. Mr. Awata (in his personal capacity and indirectly through T&T and SMBC Bank), together with his spouse, Mrs. Awata (through T&T and SMBC Bank), controlled approximately 46.09% of the issued share capital of Toridoll Japan as at 31 March 2024.

The decrease in issued Shares resulting from the full exercise of the Share Buy-back Mandate will cause the percentage shareholding for each of Toridoll HK, Toridoll Japan, Mr. Awata and Mrs. Awata to increase from approximately 74.26% to approximately 82.51%. In the opinion of Directors, such an increase would not give rise to an obligation to make a mandatory general offer under Rule 26 and 32 of the Takeovers Code.

The Directors have no present intention to exercise the Share Buy-back Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25% of the Shares in issue

8. SHARE BUY-BACKS MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, the Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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, 7 August 2024 at 3:00 p.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 2024.
2. To declare a final dividend of HK5.9 cents per ordinary share of the Company (the “Shares”) for the year ended 31 March 2024.
3. (i) (a) To re-elect Mr. Lau Tat Man as an executive Director.
(b) To re-elect Mr. Sugiyama Takashi as a non-executive Director.
(c) To re-elect Mr. Yeung Yiu Keung as an independent 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

NOTICE OF ANNUAL GENERAL MEETING

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;

NOTICE OF ANNUAL GENERAL MEETING

(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

NOTICE OF ANNUAL GENERAL MEETING

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, 12 July 2024

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
2. 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. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. 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.
4. 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, 2 August 2024 to Wednesday, 7 August 2024, 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, 1 August 2024.
5. 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, 15 August 2024 to Monday, 19 August 2024, 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 2024, 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, 14 August 2024.
6. 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 manner prescribed under Rule 13.39(5) of the Listing Rules.

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7. 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).
8. 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 notice, the executive Directors are Mr. Lau Tat Man, Ms. Chan Ping, Rita and Mr. Yeung Siu Cheong, the non-executive Directors are Mr. Sugiyama Takashi, Mr. Tomitani Takeshi and Mr. Someya Norifumi and the independent non-executive Directors are Mr. Lee Kwok Ming, Mr. Loo Kwok Wing and Mr. Yeung Yiu Keung.