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CHINA STARCH HOLDINGS LIMITED

中國澱粉控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3838)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**2025 AGM**”) of China Starch Holdings Limited (“**Company**”) will be held at 17/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong at 11:00 a.m. on 20 May 2025 (Tuesday) to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and the auditor (“**Auditor**”) of the Company for the year ended 31 December 2024;
2. to declare a final dividend for the year ended 31 December 2024;
3. to re-elect Mr. Gao Shijun as an executive director of the Company;
4. to re-elect Mr. Yu Yingquan as an executive director of the Company;
5. to re-elect Mr. Sun Mingdao, as an independent non-executive director of the Company;

6. to re-elect Ms. Sze Tak On, as an independent non-executive director of the Company;
7. to authorise the board (“**Board**”) of Directors to fix the remuneration of the Directors;
8. to re-appoint SHINEWING (HK) CPA Limited as the Auditor for the year ending 31 December 2025 and to authorise the Board to fix their remuneration;

to pass, with or without modifications, the following resolutions as ordinary resolutions:

9. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed thereto under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) out of treasury), to issue warrants to subscribe for shares and to make offers or agreements or grant options which would or might require shares to be issued and allotted, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company to make offers or agreements or grant options or warrants during the Relevant Period (as defined below) which would or might require shares to be issued and allotted either during or after the end of the Relevant Period (as defined below);

- (c) the aggregate number of shares allotted and issued (or sold or transferred out of treasury) or agreed conditionally or unconditionally to be allotted and issued (or sold or transferred out of treasury) (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of subscription rights under warrants issued otherwise than pursuant to this resolution; (iii) the exercise of options granted under any share option scheme adopted by the Company from time to time; and (iv) any scrip dividend or similar arrangement providing for allotment and issue of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of the shares of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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 the Company or any other applicable laws of the Cayman Islands to be held; or

- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

10. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose and to determine whether such shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled in accordance with all applicable laws and regulations and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange 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 shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of shares in the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 the Company or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

11. “**THAT** conditional upon resolutions numbered 9 and 10 above being passed (with or without amendments), the general mandate referred to in resolution 9 above be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted, issued or dealt with (or sold or transferred out of treasury) or agreed to be allotted, issued or dealt with (or sold or transferred out of treasury) by the directors of the Company pursuant to such general mandate of such number of shares representing the aggregate number of shares bought back by the Company pursuant to the general mandate referred to in resolution 10 above, provided that such number of shares shall not exceed 10% of the aggregate number of shares in the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution.”

Yours faithfully,
By order of the Board
China Starch Holdings Limited
Tian Qixiang
Chairman

Hong Kong, 11 April 2025

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:*
Room 1101-1104, 11/F
Harcourt House,
39 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares (“**Shares**”) of the Company may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if it/he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the meeting (or any adjourned meeting).
4. To ascertain shareholders’ eligibility to attend and vote at the 2025 AGM, the register of members will be closed from 15 May 2025 (Thursday) to 20 May 2025 (Tuesday), both days inclusive, during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on 20 May 2025 (Tuesday) will be entitled to attend and vote at the 2025 AGM. In order to qualify for attending the above meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on 14 May 2025 (Wednesday).

To ascertain shareholders’ entitlement to the proposed final dividend upon passing of the resolution numbered 2 set out in this notice above, the register of members will be closed from 19 June 2025 (Thursday) to 20 June 2025 (Friday), both days inclusive, during which period no transfer of Shares will be effected. The final dividend, if approved, is expected to be paid on or around 16 July 2025 (Wednesday) to the shareholders whose names appear on the register of members of the Company on 20 June 2025 (Friday). In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office at the above address by no later than 4:30 p.m. on 18 June 2025 (Wednesday).

5. Delivery of an instrument appointing a proxy should not preclude a member 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.

As at the date of this notice, the directors of the Company are:

Executive Directors:

Mr. Tian Qixiang (*Chairman*)
Mr. Gao Shijun (*Chief Executive Officer*)
Mr. Yu Yingquan
Mr. Liu Xianggang

Independent non-executive Directors:

Professor Hua Qiang
Mr. Sun Mingdao
Ms. Sze Tak On