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## **GLORIOUS SUN ENTERPRISES LIMITED**

**旭日企業有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 393)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Glorious Sun Enterprises Limited (the “Company”) will be held at Dynasty II, The Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong on Monday, 19 May 2025 at 3:30 p.m. for the following purposes:

- (1) To receive and consider the Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 December 2024.
- (2) To declare the final dividend for the year ended 31 December 2024.
- (3) (A) (I) To elect Mr. Yeung Chun Fan as an executive director of the Company.  
(II) To elect Mr. Hui Chung Shing, Herman as an executive director of the Company.  
(III) To elect Mr. Lau Hon Chuen, Ambrose as an independent non-executive director of the Company.  
(B) To authorise the Board of Directors to fix the Directors’ remuneration.
- (4) To appoint Auditor and to authorise the Board of Directors to fix the Auditor’s remuneration.
- (5) As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

## ORDINARY RESOLUTIONS

(A) **“THAT:**

- (I) subject to sub-paragraph (III) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (II) the approval in sub-paragraph (I) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (III) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in sub-paragraph (I) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined) or upon the exercise of rights of conversion or subscription under any securities which are convertible into shares of the Company or (b) the share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed the aggregate of: (aa) 20 per cent. of the aggregate number of issued shares of the Company on the date of this resolution and (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of issued shares of the Company at the date of passing this resolution) and the said approval shall be limited accordingly; and

(IV) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;

- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (c) the revocation or variation of the authority set out in this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company 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 outside Hong Kong).”

(B) **“THAT:**

- (I) subject to sub-paragraph (II) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase shares in the issued share capital of the Company be and is hereby generally and unconditionally approved;
- (II) the aggregate number of shares of the Company which the Company is authorised to purchase pursuant to the approval in sub-paragraph (I) of this resolution shall not exceed 10 per cent. of the aggregate number of issued shares of the Company on the date of this resolution and the said approval shall be limited accordingly; and
- (III) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (c) the revocation or variation of the authority set out in this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** the directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (I) of the resolution set out as resolution (5)(A) in the notice of the meeting of which this resolution forms a part in respect of the number of shares of the Company referred to in sub-paragraph (bb) of paragraph (III) of such resolution.”

(6) To transact any other ordinary business of the Company.

By Order of the Board  
**Glorious Sun Enterprises Limited**  
**Hoi Siu Ling**  
*Company Secretary*

Hong Kong, 22 April 2025

*Principal Place of Business:*

38/F., One Kowloon  
1 Wang Yuen Street  
Kowloon Bay  
Hong Kong

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Notes:*

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Wednesday, 14 May 2025 to Monday, 19 May 2025, both days inclusive, during which period no transfer of shares shall be effected. In order to qualify for the entitlement to attend and vote at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 13 May 2025.

4. The register of members of the Company will also be closed from Friday, 23 May 2025 to Tuesday, 27 May 2025, both days inclusive, during which period no transfer of shares shall be effected. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 22 May 2025.
5. In relation to agenda item No. (3)(A) in this notice regarding election of directors, Mr. Yeung Chun Fan, Mr. Hui Chung Shing, Herman and Mr. Lau Hon Chuen, Ambrose will retire from office by rotation at the forthcoming annual general meeting of the Company pursuant to bye-law 110(A) of the Company’s Bye-laws and, being eligible, offer themselves for re-election.

To ensure that the Board of Directors (the “Board”) has a balance of skills, knowledge, experience and diversity of perspectives appropriate to the Company’s business needs and development, the Nomination Committee reviews the structure, size and composition of the Board annually and forms its recommendations to the Board on the proposals on re-election of the retiring Directors, with due regard to the board diversity policy of the Company.

Mr. Lau Hon Chuen, Ambrose has given the Company a confirmation of his independence. The Nomination Committee has assessed the independence of Mr. Lau. The Board has considered that Mr. Lau has met the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). Other details of Mr. Lau are set out in paragraph 8.3 below. Based on the biographical details disclosed to the Company, Mr. Lau does not hold seven or more listed company directorships and he continues to demonstrate his commitment to his role with the Company.

Mr. Lau has confirmed that he is the senior partner of Messrs. Chu & Lau, Solicitors & Notaries, and that he himself and the law firm acted for the Company, its related or connected companies or persons. The Board, after considering the view of the Nomination Committee, considered that the amounts involved for the services provided were insignificant, and the services received from Mr. Lau and the law firm were in the ordinary course of business and on normal commercial terms and would in no way affect the independence of Mr. Lau. Accordingly, the Board has confirmed that Mr. Lau is independent of the Company.

The Nomination Committee also believes that Mr. Lau being a solicitor of the High Court of Hong Kong has extensive knowledge of legal matters and having the considerable experience in the public sector and boards of listed companies, would contribute continuous improvement on internal control and corporate governance matters of the Company. The Nomination Committee is of the view that he contributes to the diversity of the Board. Accordingly, the Board considers that the re-election of Mr. Lau as an independent non-executive director of the Company is in the interests of the Company notwithstanding that he has served in such capacity for more than nine years.

The Board, with the recommendation of the Nomination Committee, has nominated Mr. Lau Hon Chuen, Ambrose for re-election as an independent non-executive director of the Company at the forthcoming annual general meeting.

6. The biographical details and length of service with the Company of all the directors who stand for re-election at the forthcoming annual general meeting are set out in the “Directors’ and Senior Management’s Biographies” contained in the Company’s annual report for 2024.
7. The amount of emoluments paid for the year ended 31 December 2024 to each of the directors who stands for re-election at the forthcoming annual general meeting is set out in note 8 to the financial statements in the Company’s annual report for 2024 and the basis of determining such emoluments is set out in the “Emolument policy” section in the Report of the Directors contained in the Company’s annual report for 2024.
8. Other biographical details of each of the directors who stands for re-election at the forthcoming annual general meeting are set out below to enable shareholders to make an informed decision on their re-elections. Save for the information set out in this paragraph 8 and in paragraphs 5 to 7 above, there is no information to be disclosed pursuant to any requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of shareholders in respect of the directors who stand for re-election at the forthcoming annual general meeting.

8.1 Yeung Chun Fan, BBS, aged 72, is an executive director of the Company, a brother of Dr. Charles Yeung, the spouse of Ms. Cheung Wai Yee and an uncle of Ms. Yeung Yin Chi, Jennifer. Mr. Yeung Chun Fan’s interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) are set out in the “Directors’ interests and short positions in securities” section in the Report of the Directors contained in the Company’s annual report for 2024 and remain unchanged as at 10 April 2025, being the latest practicable date prior to the printing of this notice (the “latest practicable date”).

Mr. Yeung was a director of the following companies:

Name of company	Place of incorporation	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reason for dissolution
Generra Sportswear Company, Inc.	USA	Sportswear	2 July 1992/ 1995	Bankruptcy proceedings under Chapter 11 of the United States Bankruptcy Code	Cessation of business
Generra Sportswear (HK) Limited	Hong Kong	Sportswear	2 July 1992/ 13 September 2002	Striking off	Cessation of business

Name of company	Place of incorporation	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reason for dissolution
Genera Production Corporation	USA	Sportswear	2 July 1992/ 1994	Bankruptcy proceedings under Chapter 11 of the United States Bankruptcy Code	Cessation of business
Sino Lucky Management Limited	British Virgin Islands	Provision of management services	Not applicable/ 1 November 2017	Striking off	Cessation of business
Quiksilver Glorious Sun Fashion Garment Mfy. (Longmen) Limited (旭日極速製衣廠(龍門)有限公司)®	Mainland China	Manufacture of apparel	1 November 2017/ 27 April 2018	Dissolution by resolutions of the company	Cessation of business
Suzhou Industrial Park Famebish Apparels Limited (蘇州工業園區爵柏服飾有限公司)®	Mainland China	Apparel	28 October 2013/ 8 May 2018	Dissolution by resolutions of the company	Cessation of business
Suzhou Industrial Park Fenfei Apparels Limited (蘇州工業園區芬菲服飾有限公司)®	Mainland China	Apparel	23 October 2018/ 30 January 2019	Dissolution by resolutions of the company	Cessation of business
Rihong Trading (Zhuhai) Limited (日宏貿易(珠海)有限公司)®	Mainland China	Not yet commenced business	3 January 2019/ 3 April 2019	Dissolution by resolutions of the company	Cancellation of a proposed business
Advancetex Fashion Garment Mfy. (Longmen) Limited (大進製衣廠(龍門)有限公司)®	Mainland China	Manufacture of apparel	5 June 2019/ 26 July 2019	Dissolution by resolutions of the company	Cessation of business
Taizhou Famebish Apparels Limited (泰州爵柏服飾有限公司)®	Mainland China	Apparel	27 February 2019/ 30 September 2019	Dissolution by resolutions of the company	Cessation of business
Happy Rich Group Limited	British Virgin Islands	Not yet commenced business	Not applicable/ 1 November 2019	Striking off	Cancellation of a proposed business
Rays The Glorious Investment (BVI) Limited	British Virgin Islands	Investment holding	Not applicable/ 1 November 2019	Striking off	Cessation of business
Silver Gain Limited	British Virgin Islands	Investment	Not applicable/ 1 November 2019	Striking off	Cessation of business
Anhui Jeanswest Apparels Limited (安徽真維斯服飾有限公司)®	Mainland China	Apparel	12 October 2019/ 19 December 2019	Dissolution by resolutions of the company	Cessation of business
Suzhou Industrial Park Mofeel Apparels Limited (蘇州工業園區菲爾服飾有限公司)®	Mainland China	Apparel	23 September 2019/ 21 January 2020	Dissolution by resolutions of the company	Cessation of business

Name of company	Place of incorporation	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reason for dissolution
GS Kenneth Fashion Design (Huizhou) Company Limited (旭日肯尼服裝設計(惠州)有限公司)®	Mainland China	Fashion design	30 August 2019/ 9 May 2020	Dissolution by resolutions of the company	Cessation of business
Famebish Industrial and Trading (Huizhou) Limited (爵柏工貿(惠州)有限公司)®	Mainland China	Trading	25 May 2019/ 17 July 2020	Dissolution by resolutions of the company	Cessation of business
GS Australia Pty Ltd	Australia	Investment holding	Not applicable/ 10 February 2021	Deregistration	Cessation of business
GS Corp Services Pty Ltd	Australia	Provision of management services	Not applicable/ 10 February 2021	Deregistration	Cessation of business
JW Wholesale Pty Ltd	Australia	Apparel	Not applicable/ 10 February 2021	Deregistration	Cessation of business
JWI (A) Pty Ltd	Australia	Investment holding	Not applicable/ 10 February 2021	Deregistration	Cessation of business
G S Australasia Pty Ltd	Australia	Investment holding	Not applicable/ 24 February 2021	Deregistration	Cessation of business
Gennon International (Singapore) Pte Limited	Singapore	Investment holding	Not applicable/ 4 May 2021	Deregistration	Cessation of business
Wuhan Changhong Building Decoration and Engineering Co., Limited (武漢市常宏建築裝飾工程有限責任公司)®	Mainland China	Decoration	9 April 2021/ 12 May 2021	Dissolution by resolutions of the company	Cessation of business
Jiangsu Jeanswest Apparels Limited (江蘇真維斯服飾有限公司)®	Mainland China	Apparel	18 August 2021/ 6 December 2021	Dissolution by resolutions of the company	Cessation of business
Fujian Jeanswest Apparels Limited (福建真維斯服飾有限公司)®	Mainland China	Apparel	1 December 2021/ 24 February 2022	Dissolution by resolutions of the company	Cessation of business
Shandong Jeanswest Apparels Limited (山東真維斯服飾有限公司)®	Mainland China	Apparel	23 July 2021/ 21 March 2022	Dissolution by resolutions of the company	Cessation of business
Goldpromise Limited	British Virgin Islands	Investment	Not applicable/ 1 May 2022	Striking off	Cessation of business
Jeanswest Apparels (Guangdong) Limited (真維斯服飾(廣東)有限公司)®	Mainland China	Apparel	4 May 2022/ 21 June 2022	Dissolution by resolutions of the company	Cessation of business
Mofeel Apparels (Huizhou) Limited (菲爾服飾(惠州)有限公司)®	Mainland China	Apparel	4 May 2022/ 21 June 2022	Dissolution by resolutions of the company	Cessation of business

Name of company	Place of incorporation	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reason for dissolution
Shanghai Jeanswest Apparels Limited (上海真維斯服飾有限公司)®	Mainland China	Apparel	7 June 2022/ 30 September 2022	Dissolution by resolutions of the company	Cessation of business
Advancetex Trading (Huizhou) Limited (大進貿易(惠州)有限公司)®	Mainland China	Apparel	13 March 2023/ 27 April 2023	Dissolution by resolutions of the company	Cessation of business
Tianjin Jeanswest Apparels Limited (天津市真維斯服飾有限公司)®	Mainland China	Apparel	21 August 2024/ 24 September 2024	Dissolution by resolutions of the company	Cessation of business

® Official names of these companies are in Chinese. English names of the companies are included for identification purpose only.

Mr. Yeung was a non-executive director of (i) Generra Sportswear Company, Inc., a company incorporated in Washington, USA (a corporate structure inclusive of (ii) Generra Sportswear (HK) Limited, a company incorporated in Hong Kong and (iii) Generra Production Corporation, a corporation incorporated in Washington, USA). At all material times Mr. Yeung had no duty in the day-to-day operations of Generra Sportswear Company, Inc. On 2 July 1992, proceedings under Chapter 11 of the United States Bankruptcy Code were instituted and Generra Sportswear Company, Inc. was administratively dissolved in 1995, Generra Sportswear (HK) Limited was dissolved on 13 September 2002 and Generra Production Corporation was dissolved in 1994. So far, no allegation has been made against Mr. Yeung in Generra Sportswear Company, Inc. for fraud, negligence or any conduct of dishonesty.

- 8.2 Hui Chung Shing, Herman, GBS, MH, JP, aged 74, is an executive director of the Company and his interests in the shares of the Company within the meaning of Part XV of the SFO are set out in the “Directors’ interests and short positions in securities” section in the Report of the Directors contained in the Company’s annual report for 2024 and remain unchanged as at the latest practicable date.

Mr. Hui was a director of the following companies:

Name of company	Place of incorporation	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reason for dissolution
Generra Sportswear Company, Inc.	USA	Sportswear	2 July 1992/ 1995	Bankruptcy proceedings under Chapter 11 of the United States Bankruptcy Code	Cessation of business

Name of company	Place of incorporation	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reason for dissolution
Generra Sportswear (HK) Limited	Hong Kong	Sportswear	2 July 1992/ 13 September 2002	Striking Off	Cessation of business
Generra Production Corporation	USA	Sportswear	2 July 1992/ 1994	Bankruptcy proceedings under Chapter 11 of the United States Bankruptcy Code	Cessation of business
Sino Lucky Management Limited	British Virgin Islands	Provision of management services	Not applicable/ 1 November 2017	Striking Off	Cessation of business
Quiksilver Glorious Sun Fashion Garment Mfy. (Longmen) Limited (旭日極速製衣廠(龍門)有限公司) <sup>@</sup>	Mainland China	Manufacture of apparel	1 November 2017/ 27 April 2018	Dissolution by resolutions of the company	Cessation of business
Rays The Glorious Investment (BVI) Limited	British Virgin Islands	Investment holding	Not applicable/ 1 November 2019	Striking Off	Cessation of business

<sup>@</sup> The official name of this company is in Chinese. The English name of the company is included for identification purpose only.

Mr. Hui was a non-executive director of (i) Generra Sportswear Company, Inc. (a corporate structure inclusive of (ii) Generra Sportswear (HK) Limited and (iii) Generra Production Corporation). These three companies were dissolved as disclosed in paragraph 8.1 above. At all material times Mr. Hui had no duty in the day-to-day operations of Generra Sportswear Company, Inc. and so far, no allegation has been made against Mr. Hui in that company for fraud, negligence or any conduct of dishonesty.

8.3 Lau Hon Chuen, GBS, JP, alias Ambrose Lau, aged 77, is an independent non-executive director of the Company. Mr. Lau is also a director of Yuexiu Property Company Limited, Yuexiu Transport Infrastructure Limited and Joy City Property Limited. Mr. Lau's interests in the shares of the Company within the meaning of Part XV of the SFO are set out in the "Directors' interests and short positions in securities" section in the Report of the Directors contained in the Company's annual report for 2024 and remain unchanged as at the latest practicable date.

9. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As at the date of this announcement, the directors of the Company are as follows:

*Executive Directors:*

Dr. Charles Yeung, GBS, JP, Yeung Chun Fan, BBS, Hui Chung Shing, Herman, GBS, MH, JP, Ms. Cheung Wai Yee and Yeung Yin Chi, Jennifer, JP

*Independent Non-executive Directors:*

Lau Hon Chuen, Ambrose, GBS, JP, Dr. Chan Chung Bun, Bunny, GBM, GBS, JP, Ng Wing Ka, Jimmy, BBS, JP and Choi Tak Shing, Stanley, JP