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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 Thursday, 21 May 2026 at 3:30 p.m. for the following purposes:

- (1) To receive and adopt the audited consolidated financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2025.
- (2) To approve and declare the final dividend for the year ended 31 December 2025.
- (3) (A) (I) To re-elect Ms. Yeung Yin Chi, Jennifer as an executive director of the Company.
(II) To re-elect Mr. Chan Chung Bun, Bunny as an independent non-executive director of the Company.
(III) To re-elect Mr. Ng Wing Ka, Jimmy as an independent non-executive director of the Company.
(IV) To re-elect Mr. Choi Tak Shing, Stanley as an independent non-executive director of the Company.
- (B) To authorise the board of directors of the Company to fix the remuneration for all directors.
- (4) To re-appoint Ernst & Young as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

- (5) 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 (excluding treasury shares, if any) 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 bought back 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 (excluding treasury shares, if any) 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; or
- (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 repurchase 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 repurchase 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 (excluding treasury shares, if any) 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; or
- (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 being extended as 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) As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** the existing bye-laws of the Company (the “Bye-laws”) be and is hereby amended as follows:

Bye-law	Proposed amendments to the existing Bye-laws
1.	<p>The following new paragraph be inserted at the end in Bye-law 1 of the Bye-laws:</p> <p>“References to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”</p>
46.	<p>Bye-law 46 be deleted in its entirety and be replaced with the following:</p> <p>“46. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any means (electronic or otherwise) in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”</p>

Bye-law	Proposed amendments to the existing Bye-laws
69.	<p>Bye-law 69 be deleted in its entirety and be replaced with the following:</p> <p>“69. General meetings may be held in any part of the world as may be determined by the Board. A meeting of members or any class thereof may be held physically, as a hybrid meeting (partially physical and partially electronic) or wholly by electronic means, using such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the procedures for convening and conducting a general meeting set out in these Bye-laws shall apply, <i>mutatis mutandis</i>, to hybrid or wholly electronic meetings. In the event of any technical difficulties, disruptions, or procedural issues arising during a hybrid or electronic meeting, including but not limited to connectivity problems, platform malfunctions, or disputes regarding the conduct of the meeting, the chairman of the meeting shall have the authority to make any rulings or decisions necessary to address such issues. Any ruling, determination, or decision made by the chairman of the meeting under the scope of this provision shall be final, conclusive, and binding on the Company and all members.”</p>
78.	<p>Bye-law 78 be deleted in its entirety and be replaced with the following:</p> <p>“78. (A) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the Chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the Chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine.</p>

Bye-law	Proposed amendments to the existing Bye-laws
	<p>(B) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</p> <ul style="list-style-type: none"> (i) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or (ii) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or (iii) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right. <p>A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the member.”</p>
79.	<p>Bye-law 79 be deleted in its entirety and be replaced with the following:</p> <p>“79. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”</p>
80.	<p>Bye-law 80 be deleted in its entirety and be replaced with the following:</p> <p>“80. On a poll votes may be given either personally or by proxy.”</p>
81.	<p>Bye-law 81 be deleted in its entirety and be replaced with the following:</p> <p>“81. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.”</p>

Bye-law	Proposed amendments to the existing Bye-laws
82.	<p>Bye-law 82 be deleted in its entirety and be replaced with the following:</p> <p>“82. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Bye-laws or by the Companies Act. In the case of an equality of votes, the Chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.”</p>
85.	<p>Bye-law 85 be deleted in its entirety and be replaced with the following:</p> <p>“85. <i>[intentionally deleted]</i>.”</p>
92.	<p>Bye-law 92 be amended by deleting the words “(...) or on a poll demanded at a meeting or an adjourned meeting (...)”.</p>
178.	<p>Bye-law 178 be amended by inserting “For the purpose of this Bye-law, only if specifically requested in writing by a member of the Company:” at the beginning of this Bye-law.</p>
180.	<p>Bye-law 180 be amended with deletions shown in strikethrough and additions shown in underline as follows:</p> <p>“180. A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it <u>via electronic means or</u> through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal address</u>, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an <u>electronic or postal</u> address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”</p>

Bye-law	Proposed amendments to the existing Bye-laws
182.	<p>Bye-law 182 be amended with deletions shown in strikethrough and additions shown in underline as follows:</p> <p>“182. Any notice or document given, delivered or sent <u>in any manner permitted by these Bye-laws including but not limited to by electronic means,</u> post to, or left at the registered address of any member in pursuance of these presents, shall, notwithstanding that such member be then deceased or bankrupt or that any other event has occurred and whether or not the eCompany has notice of his death or bankruptcy or other event, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all person(s) (if any) jointly interested with him in any such shares.”</p>

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

By Order of the Board
Glorious Sun Enterprises Limited
Cheung Kar Mun, Cindy
Company Secretary

Hong Kong Special Administrative Region of the People’s Republic of China

22 April 2026

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 annual general 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. Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. The register of members of the Company will be closed from Monday, 18 May 2026 to Thursday, 21 May 2026, 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 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 Friday, 15 May 2026. The record date for determining the eligibility of shareholders to attend and vote at the annual general meeting is Thursday, 21 May 2026.
5. The register of members of the Company will also be closed from Thursday, 28 May 2026 to Monday, 1 June 2026, 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 Wednesday, 27 May 2026. The record date for determining the entitlement of the shareholders to the proposed final dividend is Monday, 1 June 2026.
6. In relation to agenda item No. (3)(A) in this notice regarding re-election of directors, Ms. Yeung Yin Chi, Jennifer, Dr. Chan Chung Bun, Bunny and Mr. Ng Wing Ka, Jimmy will retire from office by rotation at the 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. In addition, Mr. Choi Tak Shing, Stanley will also retire at the annual general meeting of the Company at which his term of appointment will expire, and he is eligible for re-election.

To ensure that the board of directors of the Company (the “Board”) has a balance of skills, knowledge, experience and diversity of perspectives appropriate to the Company’s business needs and development, and with due regard to the board diversity of the Company, the Nomination Committee of the Company reviews the structure, size and composition of the Board from multiple perspectives annually, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge, and forms its recommendations to the Board on the proposals on re-election of the retiring directors.

Dr. Chan Chung Bun, Bunny, Mr. Ng Wing Ka, Jimmy and Mr. Choi Tak Shing, Stanley, independent non-executive directors of the Company, have given written confirmation to the Company of their independence. The Board has considered that they have met the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Based on the biographical details disclosed to the Company, none of Dr. Chan, Mr. Ng and Mr. Choi currently hold more than six directorships in listed companies in Hong Kong and each of them has been properly performing his duties as a director of the Company.

With Dr. Chan’s extensive experience in commerce, financial investment and community affairs in Hong Kong, Mr. Ng’s extensive experience in the legal field and the public sector, and Mr. Choi’s professional qualification in accounting and extensive experience in accounting, finance and investment, the Nomination Committee of the Company believes that their different professional knowledge can promote the diversity of skills and experience of the Board, enhance the Company’s corporate governance, and benefit the Board’s decision-making. During their tenure, Dr. Chan Chung Bun, Bunny, Mr. Ng Wing Ka, Jimmy and Mr. Choi Tak Shing, Stanley have actively participated in the meetings of the Board and the Board committees, and provided independent and objective judgment and advice to the Board to safeguard the interests of the Company and the shareholders as a whole. The Nomination Committee of the Company believes that their re-election as independent non-executive directors of the Company is in the interests of the Company.

The Board, after considering the above factors and with the recommendation of the Nomination Committee of the Company, has nominated Dr. Chan Chung Bun, Bunny, Mr. Ng Wing Ka, Jimmy and Mr. Choi Tak Shing, Stanley for re-election as independent non-executive directors of the Company at the annual general meeting for a term of two years.

7. The biographies of the directors who stand for re-election at the annual general meeting are set out in the “Directors’ and Senior Management’s Biographies” contained in the Company’s annual report for 2025.
8. The amount of emoluments paid for the year ended 31 December 2025 to the directors who stands for re-election at the annual general meeting is set out in note 8 to the financial statements in the Company’s annual report for 2025 and the basis of determining such emoluments is set out in the “Remuneration Policy” section in the Report of the Directors contained in the Company’s annual report for 2025.

Ms. Yeung Yin Chi, Jennifer, is currently entitled to a salary of HK\$261,600 per annum, plus annual discretionary bonus which will be determined by reference to the operating results of the Company and its subsidiaries and individual performance of the director. Each of Dr. Chan Chung Bun, Bunny, Mr. Ng Wing Ka, Jimmy and Mr. Choi Tak Shing, Stanley, is currently entitled to a fixed fee of HK\$300,000 per annum.

9. Other biographical details of each of the directors who stands for re-election at the 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 9 and in paragraphs 6 to 8 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 the shareholders in respect of the directors who stand for re-election at the annual general meeting.

- 9.1 Yeung Yin Chi, Jennifer, JP, aged 46, is an executive director, a member of the Investment Committee of the Company, and concurrently holds directorships in various subsidiaries of the Company. Ms. Yeung has been a director of the Company for around nine years. Ms. Yeung is a niece of Dr. Charles Yeung, Mr. Yeung Chun Fan and Ms. Cheung Wai Yee, all of whom are directors and substantial shareholders of the Company.

Ms. Yeung was a director of the following dissolved company:

Name of company	Place of incorporation	Principal business activity prior to dissolution	Date of commencement of dissolution / Date of dissolution	Means of dissolution	Reason for dissolution
Rihong Trading (Zhuhai) Limited (日宏貿易(珠海)有限公司) [@]	Chinese mainland	Not yet commenced business	3 January 2019/ 3 April 2019	Dissolution by resolutions of the company	Cancellation of a proposed business

[@] The official name of this company is in Chinese. The English name of the company is included for identification purpose only.

Save as disclosed above, Ms. Yeung has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years. As at the date of this notice, Ms. Yeung did not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws in Hong Kong) (“SFO”).

- 9.2 Dr. Chan Chung Bun, Bunny, GBM, GBS, JP, aged 68, is an independent non-executive director of the Company, the Chairman of the Remuneration Committee, and a member of the Nomination Committee and the Investment Committee of the Company. Dr. Chan has been a director of the Company for around seven years. Dr. Chan is also an independent non-executive director of Li Ning Company Limited and MTR Corporation Limited (companies listed on the Stock Exchange). In the past three years, Dr. Chan was an independent non-executive director of Great Harvest Maeta Holdings Limited (a company listed on the Stock Exchange).

Save as disclosed above, Dr. Chan has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years. As at the date of this notice, Dr. Chan did not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

- 9.3 Ng Wing Ka, Jimmy, SBS, JP, aged 56, is an independent non-executive director of the Company, a member of the Audit Committee and the Nomination Committee of the Company. Mr. Ng has been a director of the Company for around seven years. Mr. Ng is also an independent non-executive director of Yanchang Petroleum International Limited and MTR Corporation Limited (companies listed on the Stock Exchange).

Save as disclosed above, Mr. Ng has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years. As at the date of this notice, Mr. Ng did not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

- 9.4 Choi Tak Shing, Stanley, JP, aged 49, is an independent non-executive director of the Company, a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Choi has been a director of the Company for around five years.

Save as disclosed above, Mr. Choi has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years. As at the date of this notice, Mr. Choi did not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

10. 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.
11. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect or “extreme conditions” caused by super typhoon is announced by the Government of Hong Kong any time after 1:30 p.m. on the date of the above meeting, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange and the website of the Company to notify shareholders of the date, time and place of the rescheduled meeting.

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

Executive Directors:

Dr. Charles Yeung, GBM, 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, SBS, JP and Choi Tak Shing, Stanley, JP