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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult 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 TAI HING GROUP HOLDINGS 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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**TAI HING GROUP HOLDINGS LIMITED**  
**太興集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 6811)**

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Tai Hing Group Holdings Limited to be held at 24/F., Tower I, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 2 June 2020 at 11:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, 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 in person at the Annual General Meeting or any adjournment thereof if you so wish.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting :

- body temperature checks
- wearing of surgical face mask
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the venue of Annual General Meeting.

For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person.

29 April 2020

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction .....	3
Proposed Re-election of Directors .....	4
Proposed Granting of General Mandate to Repurchase Shares .....	4
Proposed Granting of General Mandate to Issue Shares .....	5
Annual General Meeting and Proxy Arrangement .....	5
Precautionary Measures for the Annual General Meeting .....	6
Recommendation .....	7
 <b>Appendix I – Details of the Directors Proposed to be Re-elected at the Annual General Meeting</b> .....	
	8
 <b>Appendix II – Explanatory Statement on the Share Repurchase Mandate</b> .....	
	18
 <b>Notice of Annual General Meeting</b> .....	
	21

## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 24/F., Tower I, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 2 June 2020 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Tai Hing Group Holdings Limited (stock code: 6811), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“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
“Independent Non-Executive Director(s)”	independent non-executive Director of the Company
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue 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”	21 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase 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)
“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 from time to time
“%”	per cent



**TAI HING GROUP HOLDINGS LIMITED**  
**太興集團控股有限公司**

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

**(Stock code: 6811)**

*Executive Directors:*

Mr. Chan Wing On (*Chairman*)  
Mr. Yuen Chi Ming  
Mr. Lau Hon Kee  
Ms. Chan Shuk Fong

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Non-Executive Director:*

Mr. Ho Ping Kee

*Head Office and Principal Place of*

*Business in Hong Kong:*  
13/F, Chinachem Exchange Square  
1 Hoi Wan Street  
Quarry Bay  
Hong Kong

*Independent Non-Executive Directors:*

Mr. Mak Ping Leung (alias: Mak Wah Cheung)  
Mr. Wong Shiu Hoi Peter  
Dr. Sat Chui Wan

29 April 2020

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS**  
**AND**  
**PROPOSED GRANTING OF GENERAL MANDATES TO**  
**REPURCHASE SHARES AND TO ISSUE SHARES**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 2 June 2020.

## LETTER FROM THE BOARD

### **2. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 84 of the Articles of Association, Mr. Chan Wing On, Mr. Yuen Chi Ming, Mr. Lau Hon Kee, Ms. Chan Shuk Fong, Mr. Ho Ping Kee, Mr. Mak Ping Leung (alias: Mak Wah Cheung), Mr. Wong Shiu Hoi Peter and Dr. Sat Chui Wan shall retire from office by rotation at the forthcoming Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee of the Company has considered the biographical details and other related particulars of the retiring Directors, with reference to the board diversity policy of the Company and their contributions to the Company during their tenure. The retiring Directors have 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.

Mr. Mak Ping Leung (alias: Mak Wah Cheung), Mr. Wong Shiu Hoi Peter and Dr. Sat Chui Wan, the Independent Non-Executive Directors, being eligible for re-election at the forthcoming Annual General Meeting, have made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

With the recommendation of the Nomination Committee of the Company, the Board was satisfied that Mr. Mak Ping Leung (alias: Mak Wah Cheung), Mr. Wong Shiu Hoi Peter and Dr. Sat Chui Wan have the required integrity, independence and experience to fulfill their roles as Independent Non-Executive Directors, and the re-election of Mr. Mak Ping Leung (alias: Mak Wah Cheung), Mr. Wong Shiu Hoi Peter and Dr. Sat Chui Wan and the other retiring Directors is in the best interests of the Company and its Shareholders as a whole.

Details of the Directors being subject to retirement by rotation and re-election, as required to be disclosed under Chapter 13 of the Listing Rules, are set out in Appendix I hereto.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

The current general mandate was granted to the Directors to repurchase Shares pursuant to the written resolution of all Shareholders dated 22 May 2019. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of 1,000,000,000 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 (i.e. a total of 100,000,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting).

## LETTER FROM THE BOARD

An explanatory statement required by the relevant rules of 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 Repurchase Mandate is set out in Appendix II to this circular.

#### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

The current general mandate was granted to the Directors to issue Shares pursuant to the written resolution of all Shareholders dated 22 May 2019. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue 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 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 (i.e. a total of 200,000,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

As at the Latest Practicable Date, there were 1,000,000,000 Shares in issue. Subject to the passing of the ordinary resolutions to approve the general mandates at the Annual General Meeting and on the basis that no further Shares are issued or repurchased 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 200,000,000 Shares under the Issue Mandate and to repurchase up to a maximum of 100,000,000 Shares under the Repurchase Mandate.

#### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 21 to 25 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting 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. Whether or not you are able to attend the Annual General Meeting, you 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, 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 in person at the Annual General Meeting or any adjournment thereof if you so wish.

## LETTER FROM THE BOARD

### 6. PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting :

(i) body temperature checks

Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the Annual General Meeting venue and be asked to leave the Annual General Meeting venue. Shareholders that (a) have travelled, and have been in close contact with any person who has travelled, outside of Hong Kong (as per guidelines issued by the Hong Kong Government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)) at any time in the preceding 14 days; (b) are, and have been, in close contact with any person who is, subject to any Hong Kong Government prescribed compulsory quarantine (including home quarantine); (c) are, and have been, in close contact with anyone who has contracted COVID-19, has been tested preliminarily positive of COVID-19 or is suspected of contracting COVID-19; or (d) have any flu-like symptoms, may be denied entry into the Annual General Meeting venue and be asked to leave the Annual General Meeting venue.

(ii) wearing of surgical face mask

All Shareholders, proxies and other attendees are required to wear surgical face masks inside the Annual General Meeting venue at all times. Any person who does not comply with this requirement may be denied entry into the Annual General Meeting venue and be asked to leave the Annual General Meeting venue. A safe distance between seats are also recommended.

(iii) no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the venue of Annual General Meeting. To the extent permitted under applicable law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue so as to ensure the health and safety of the attendees at the Annual General Meeting.

For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person.



## LETTER FROM THE BOARD

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of the Stock Exchange and the Company for future announcements and updates on the Annual General Meeting arrangements.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

The notice of Annual General Meeting dated 29 April 2020 is set out in this circular.

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.

By Order of the Board  
**Tai Hing Group Holdings Limited**  
**Chan Wing On**  
*Chairman*

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

## EXECUTIVE DIRECTORS

### (1) Mr. Chan Wing On (“Mr. Chan”)

Mr. Chan Wing On, aged 61, was appointed as our executive Director on 11 December 2017 and has acted as the Chairman of our Group since July 1989. Mr. Chan is one of the founders of our Group and is primarily responsible for the overall strategic planning and major decision making of our Group. Mr. Chan is the chairman of our Nomination Committee and a member of our Remuneration Committee.

Mr. Chan has over 30 years of experience in the food and beverage industry. He founded our Group and opened our first restaurant in 1989 in Sai Wan Ho, Hong Kong. Mr. Chan is instrumental in our business expansion and has successfully implemented a multi-brand strategy to develop our Group from a siu mei style restaurant under the “Tai Hing” brand to a multi-brand restaurant group with presence in Hong Kong, Mainland China, Macau and Taiwan offering Chinese (including Cantonese, Sichuan, Beijing and Taiwanese), Japanese and Vietnamese cuisines. Mr. Chan strongly believes in maintaining high food quality while ensuring our food and services offer good value for money, as well as providing a pleasant and hygienic environment for customers. Under Mr. Chan’s leadership, our Group is constantly creating new and innovative dishes, often incorporating different ingredients and cooking methods, striving to offer an enjoyable dining experience to diners at our restaurants. Prior to establishing our Group, Mr. Chan worked in the meat trading industry in Hong Kong.

Mr. Chan obtained a Bachelor of Business Administration Management degree at the Macau Institute of Management in April 2006 and was admitted as an honorary fellow at the Professional Validation Centre of Hong Kong Business Sector in July 2017. He has been a fellow of the Hong Kong Institute of Marketing since November 2018.

Mr. Chan actively serves both the community and the catering service industry including, among others, currently serving as president of the Hong Kong Federation of Restaurants and Related Trades, vice chairman of the Council of the Occupational Safety and Health Council in Hong Kong, chairman of the publicity committee and chairman of the Catering Safety and Health Steering Committee of the Occupational Safety and Health Council in Hong Kong. In addition, he was the chairman of the Governing Council of the Quality Tourism Services Association in Hong Kong and has been re-designated as adviser since 2 December 2019. Mr. Chan has also been a member of the Election Committee of Hong Kong since 2006, having been elected in the 2006, 2011 and 2016 Election Committee subsector elections (Catering Subsector).

Mr. Chan is a cousin of Ms. Chan Shuk Fong (our executive Director) and the father of Mr. Chan Ka Keung (a member of our senior management).

Mr. Chan is currently a director of our various subsidiaries.

Mr. Chan has been appointed for a term of three years commencing from 13 June 2019 unless previously terminated by either the Company or Mr. Chan by giving at least three months' notice in writing to the other. He is also 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. Chan and the Company, Mr. Chan is entitled to receive a director's fee of HK\$100,000 per annum. With respect to his executive role, Mr. Chan is also entitled to receive from the Group an allocated monthly salary of HK\$480,000 and a discretionary bonus. His remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Chun Fat Company Limited ("Chun Fat") held 537,798,500 Shares. Mr. Chan directly holds 70.67% of the issued share capital of Chun Fat and thus is deemed to be interested in the same number of Shares that Chun Fat is interested in under the SFO. In addition, Ms. Leung Yi Ling ("Ms. Leung", spouse of Mr. Chan) is beneficially interested in 965,000 Shares. Therefore, Mr. Chan is deemed to be interested in 965,000 Shares in which Ms. Leung is interested in. Save as disclosed above, Mr. Chan was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Chan has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

**(2) Mr. Yuen Chi Ming ("Mr. Yuen")**

Mr. Yuen Chi Ming, aged 66, one of the founders of our Group, was appointed as our executive Director on 14 December 2018. Mr. Yuen is mainly responsible for overall strategic planning and implementing the 5-S method and overseeing our Group's food safety and occupational safety standards.

During his services, Mr. Yuen has worked in various functional departments including operation of our restaurants and Food Factories. Under his leadership, our Group has adopted the 5-S (Structurise, Systematise, Sanitise, Standardise and Self-discipline) workplace management philosophy to enhance environmental hygiene, food quality and operational efficiency. Our Group has won many external safety-related recognitions with Mr. Yuen's guidance, including the 5-S Grand Prize Winner (Catering Group) awarded by the HK 5-S Association in November 2017, the Food Safety Excellence Award by the International Food Safety Association in November 2017 and the 2018/2019 Catering Industry Safety Award Scheme Group Safety Performance Gold Award in the Cha Chaan Teng Category by the Labour Department in November 2018.

Mr. Yuen obtained the 5-S Assessor Gold Belt and Black Belt Certificate by the HK 5-S Association in June 2008 and February 2005, respectively.

Mr. Yuen is currently a director of our various subsidiaries.

Mr. Yuen has been appointed for a term of three years commencing from 13 June 2019 unless previously terminated by either the Company or Mr. Yuen by giving at least three months' notice in writing to the other. He is also 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. Yuen and the Company, Mr. Yuen is entitled to receive a director's fee of HK\$100,000 per annum. With respect to his executive role, Mr. Yuen is also entitled to receive from the Group an allocated monthly salary of HK\$135,920 and a discretionary bonus. His remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Chun Fat held 537,798,500 Shares. Mr. Yuen directly holds 6.84% of the issued share capital of Chun Fat. Save as disclosed above, Mr. Yuen was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporation pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Yuen has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

**(3) Mr. Lau Hon Kee (“Mr. Lau”)**

Mr. Lau Hon Kee, aged 62, joined our Group in April 1990 and was appointed as our executive Director on 14 December 2018. He is mainly responsible for overall strategic planning and overseeing the project management of our Group.

Mr. Lau worked in different departments including audit, operations and engineering. He has contributed to the upgrade of work facilities, improvement of work safety and various energy-saving projects in our Group. Under Mr. Lau's leadership, our Group has received numerous industry recognitions, including the Eco Challenger and 3 Year+ Eco Pioneer Award by the Bank of China and Federation of Hong Kong Industries and the 2017 Hong Kong Awards for Environmental Excellence Certificate of Merit and the Hong Kong Green Organisation Certification awarded by the Environmental Campaign Committee.

Mr. Lau obtained the 5-S Lead Auditor Certificate awarded by the HK 5-S Association in January 2003.

Mr. Lau is currently a director of our various subsidiaries.

Mr. Lau has been appointed for a term of three years commencing from 13 June 2019 unless previously terminated by either the Company or Mr. Lau by giving at least three months' notice in writing to the other. He is also 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 entitled to receive a director's fee of HK\$100,000 per annum. With respect to his executive role, Mr. Lau is also entitled to receive from the Group an allocated monthly salary of HK\$120,000 and a discretionary bonus. His remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Chun Fat held 537,798,500 Shares. Mr. Lau directly holds 12.56% of the issued share capital of Chun Fat. Save as disclosed above, Mr. Lau was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporation pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Lau has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

**(4) Ms. Chan Shuk Fong (“Ms. Chan”)**

Ms. Chan Shuk Fong, aged 55, joined our Group in October 2012 and was appointed as our executive Director on 14 December 2018. She is mainly responsible for overall strategic planning, including capital financing, investor relations, compliance management, corporate communications and marketing strategies as well as talent management and administration. Ms. Chan is a member of our Remuneration Committee and Nomination Committee.

Prior to joining our Group, she served in Hong Kong Wing On Travel Service Limited from December 1994 to February 2012 and her last position was director and general manager.

Ms. Chan obtained her master's degree in Business Administration from Asia International Open University (Macau) in November 1995 and a postgraduate diploma in Training from the Faculty of Social Sciences from the University of Leicester in the United Kingdom in July 2000. In September 2018, she was awarded an honorary doctorate of law from Lincoln University and fellow and title of FMBA, chartered manager from the Canadian Chartered Institution of Business Administration.

Ms. Chan was awarded Asian Outstanding Leaders Awards for Women by the Asian College of Knowledge Management in July 2018, 矚目非凡領袖大獎 2017 (Outstanding Leader Award 2017\*) by Weekend Weekly and Economic Digest magazines in March 2018 and the Leaders of Excellence Award by Capital Magazine in 2014. Ms. Chan is currently a member of the board of directors of the Hong Kong Federation of Restaurants and Related Trades, a committee member of the Industry Advisory Committee on Long Term Business of the Insurance Authority in Hong Kong, a member of the Solicitors Disciplinary Tribunal Panel in Hong Kong and a member of the Advisory Board of Continuing and Professional Studies of The Chinese University of Hong Kong. She was previously a member of the Consumer Council in Hong Kong from January 2013 to December 2018, the Griffith Business School's Bachelor of Business (Hong Kong) Industry Advisory Committee from October 2013 to September 2016 and a member of the Advisory Committee on Cruise Industry in Hong Kong from August 2010 to January 2014.

Ms. Chan is a cousin of our Chairman and an aunt of Mr. Chan Ka Keung (a member of our senior management).

Ms. Chan is currently a director of 台灣太興餐飲股份有限公司 Tai Hing Catering Management (Taiwan) Limited \*.

Ms. Chan has been appointed for a term of three years commencing from 13 June 2019 unless previously terminated by either the Company or Ms. Chan by giving at least three months' notice in writing to the other. She is also 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 she shall vacate her office. Under the service agreement entered into between Ms. Chan and the Company, Ms. Chan is entitled to receive a director's fee of HK\$50,000 per annum. With respect to her executive role, Ms. Chan is also entitled to receive from the Group an allocated monthly salary of HK\$169,630 and a discretionary bonus. Her remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Chan was interested in 11,450,000 Shares representing 1.15% of the issued shares of the Company. Save as disclosed above, Ms. Chan was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Chan has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

\* For identification purpose only

**NON-EXECUTIVE DIRECTOR****(5) Mr. Ho Ping Kee (“Mr. Ho”)**

Mr. Ho Ping Kee, aged 62, was appointed as our non-executive Director on 14 December 2018. He joined our Group in 2001 and since then he has been mainly responsible for overall strategic planning, supervising the management of our Group and providing advices on site selection.

Mr. Ho has accumulated years of experience in the retail pharmacy industry, during which he gained substantial understanding of the market of retail business in Hong Kong and knowledge in site selection. Since September 1992, Mr. Ho has been the director of Target Spot Limited, which operates six pharmacies in Hong Kong.

Mr. Ho is currently supervisory chairman of the Hong Kong General Chamber of Pharmacy Limited, president of the Southern District Recreation and Sports Association, executive committee chairman of the Apleichau North District Women’s Joint Association, vice president of the council of The Association of Industries and Commerce of N.E. New Territories Limited and life president of The Hong Kong Southern District Community Association Limited. He was also previously the president of the Southern District Arts and Culture Association Limited in 2016.

Mr. Ho has been appointed for a term of three years commencing from 13 June 2019 unless previously terminated by either the Company or Mr. Ho by giving at least one months’ notice in writing to the other. He is also 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. Ho and the Company, Mr. Ho is entitled to receive a director’s fee of HK\$180,000 per annum. His remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Chun Fat held 537,798,500 Shares. Mr. Ho directly holds 9.93% of the issued share capital of Chun Fat. Save as disclosed above, Mr. Ho was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporation pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Ho has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.



**INDEPENDENT NON-EXECUTIVE DIRECTORS****(6) Mr. Mak Ping Leung (alias: Mak Wah Cheung) (“Mr. Mak”)**

Mr. Mak Ping Leung (alias: Mak Wah Cheung), aged 70, was appointed as our independent non-executive Director on 22 May 2019. Mr. Mak is the chairman of our Remuneration Committee and a member of our Audit Committee and Nomination Committee.

Mr. Mak is one of the founders of Hong Kong Economic Times Holdings Limited (“HKET”), publisher of the Hong Kong Economic Times and Sky Post and a company listed on the Main Board of the Stock Exchange (stock code: 423), and has been its managing director and an executive director since April 2005. He is responsible for formulating business strategies and oversees publishing, recruitment advertising and printing production at HKET. He was the Bureau Chief of the European Bureau of Wen Wei Po in London from October 1981 to October 1985, before being promoted to Deputy General Manager and Standing Committee Member of the Management Committee of the newspaper from November 1985 to November 1987.

In October 1988, Mr. Mak was elected as one of the Ten Outstanding Young Persons of Hong Kong organised by Junior Chamber International Hong Kong (formerly known as Hong Kong Junior Chamber). In August 2012, Mr. Mak won the Outstanding Entrepreneurship Award at the Asia Pacific Entrepreneurship Awards 2012 organised by Enterprise Asia. Mr. Mak was an honorary advisor of Hong Kong Institute of Marketing from 2014 to 2018.

Mr. Mak has been the managing director and an executive director of HKET (stock code: 423) since 29 April 2005 and an independent non-executive director of Clifford Modern Living Holdings Limited (stock code: 3686) since 21 October 2016, both listed companies on the Main Board of the Stock Exchange.

Mr. Mak obtained a Bachelor of Arts degree from the University of Hong Kong in November 1973.

Mr. Mak has been appointed for a term of three years commencing from 13 June 2019 unless previously terminated by either the Company or Mr. Mak by giving at least one months’ notice in writing to the other. He is also 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. Mak and the Company, Mr. Mak is entitled to receive a director’s fee of HK\$240,000 per annum. His remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Mak was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations.



Save as disclosed above, Mr. Mak has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

**(7) Mr. Wong Shiu Hoi Peter (“Mr. Wong”)**

Mr. Wong Shiu Hoi Peter, aged 79, was appointed as our independent non-executive Director on 22 May 2019. Mr. Wong is a member of our Audit Committee, Nomination Committee and Remuneration Committee.

Mr. Wong possesses over 40 years of experience in the financial services industry. He was an executive director, managing director, deputy chairman and chief executive officer of Haitong International Securities Group Limited (stock code: 0665) from May 1996 to April 2011. He has been a consultant of Halcyon Capital Limited since May 2013.

He is currently a council member and was the past chairman of the Hong Kong Institute of Directors from July 2006 to July 2009, and a former member of each of the Standing Committee of Company Law Reform from February 2000 to January 2006 and the Listing Committee of the Stock Exchange from November 1998 to May 2006.

Mr. Wong has served as an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange in the past three years:

<b>Company Name</b>	<b>Stock Code</b>	<b>Period</b>
Target Insurance (Holdings) Limited	6161	Since 1 November 2014
Agile Group Holdings Limited	3383	Since 27 June 2014
Tianjin Development Holdings Limited	882	Since 21 December 2012
High Fashion International Limited	608	Since 19 July 2004

Mr. Wong obtained a Master of Business Administration degree from the University of East Asia (now known as the University of Macau) in October 1986.

Mr. Wong has been appointed for a term of three years commencing from 13 June 2019 unless previously terminated by either the Company or Mr. Wong by giving at least one months’ notice in writing to the other. He is also 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. Wong and the Company, Mr. Wong is entitled to receive a director’s fee of HK\$240,000 per annum. His remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Wong was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations.

Save as disclosed above, Mr. Wong has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

**(8) Dr. Sat Chui Wan (“Dr. Sat”)**

Dr. Sat Chui Wan, aged 51, was appointed as our independent non-executive Director on 22 May 2019. Dr. Sat is the chairman of our Audit Committee and a member of our Remuneration Committee and Nomination Committee.

Dr. Sat has been an executive director of Human Health Holdings Limited, a listed company on the Main Board of the Stock Exchange (stock code: 1419) (“HHH”), since 22 October 2015. She has also served as the chief financial officer of HHH since September 2013 and is responsible for overseeing the financial, compliance, risk and human resources management of HHH. She has extensive working experience in accounting, finance, management and strategic planning in different industries prior to joining HHH.

Dr. Sat has been a member of the Hong Kong Institute of Certified Public Accountants since September 1996. She was admitted as an associate of the Association of Chartered Certified Accountants in July 1996 and has been a fellow of the Association of Chartered Certified Accountants since July 2001.

Dr. Sat obtained a Bachelor of Arts degree of Accountancy from the Hong Kong Polytechnic University in October 1992 and a Master’s degree of Business Administration from the University of Lancaster in the United Kingdom in November 2000. She completed the International Study Program (ISP) at the University of St. Gallen in December 2000, and the City University of Hong Kong Advanced Management Programme at the University of California, Berkeley in August 2010. In February 2018, Dr. Sat obtained a Doctor of Business Administration degree from the City University of Hong Kong.

Dr. Sat has been appointed for a term of three years commencing from 13 June 2019 unless previously terminated by either the Company or Dr. Sat by giving at least one month’s notice in writing to the other. She is also 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 she shall vacate her office. Under the letter of appointment entered into between Dr. Sat and the Company, Dr. Sat is entitled to receive a director’s fee of HK\$240,000 per annum. Her remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Dr. Sat was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations.

Save as disclosed above, Dr. Sat has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, in connection with the re-election of Mr. Chan Wing On, Mr. Yuen Chi Ming, Mr. Lau Hon Kee, Ms. Chan Shuk Fong, Mr. Ho Ping Kee, Mr. Mak Ping Leung (alias: Mak Wah Cheung), Mr. Wong Shiu Hoi Peter and Dr. Sat Chui Wan as Directors, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

*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 Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 1,000,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5(i) of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total number of 100,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase 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 a repurchase will benefit the Company and its Shareholders as a whole.

## **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its memorandum and articles of association, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase 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 have traded on the Stock Exchange during the period from 13 June 2019 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Price per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2019</b>		
June	3.010	2.480
July	2.790	1.920
August	2.120	1.510
September	2.310	1.570
October	1.890	1.650
November	1.790	1.530
December	1.690	1.600
<b>2020</b>		
January	1.670	1.270
February	1.430	1.230
March	1.340	0.830
April ( <i>up to the Latest Practicable Date</i> )	1.420	0.890

**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 Repurchase Mandate is approved by the Shareholders.

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 Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase 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 of the Takeovers Code.

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Share Repurchase Mandate or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

As at the Latest Practicable Date, Mr. Chan Wing On and Ms. Leung Yi Ling were interested in 538,763,500 Shares representing approximately 53.88% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the aggregate shareholding of Mr. Chan Wing On and Ms. Leung Yi Ling would be increased to approximately 59.86% of the issued share capital of the Company. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

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

## NOTICE OF ANNUAL GENERAL MEETING



### TAI HING GROUP HOLDINGS LIMITED

### 太興集團控股有限公司

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

**(Stock code: 6811)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**Meeting**”) of Tai Hing Group Holdings Limited (the “**Company**”) will be held at 24/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 2 June 2020 at 11:00 a.m. for the following purposes:

1. To receive the Audited Consolidated Financial Statements of the Company and the Reports of the Directors and Independent Auditor for the year ended 31 December 2019.
2. To declare a final dividend of HK\$1.80 cents per share for the year ended 31 December 2019.
3. (i) (a) To re-elect Mr. Chan Wing On as an executive director of the Company.  
(b) To re-elect Mr. Yuen Chi Ming as an executive director of the Company.  
(c) To re-elect Mr. Lau Hon Kee as an executive director of the Company.  
(d) To re-elect Ms. Chan Shuk Fong as an executive director of the Company.  
(e) To re-elect Mr. Ho Ping Kee as a non-executive director of the Company.  
(f) To re-elect Mr. Mak Ping Leung (alias: Mak Wah Cheung) as an independent non-executive director of the Company.  
(g) To re-elect Mr. Wong Shiu Hoi Peter as an independent non-executive director of the Company.  
(h) To re-elect Dr. Sat Chui Wan as an independent non-executive director of the Company.

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) To authorize the board of directors (the “**Board**”) to fix the respective Directors’ remuneration.
- 4. To re-appoint Auditor and to authorize the Board to fix their 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 and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (“**Directors**”) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
  - (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company 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(i):

“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 in general meeting.”



## NOTICE OF ANNUAL GENERAL MEETING

(ii) **“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 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 in the capital of the Company 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 of the Company 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 exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association,

shall not exceed 20% of the total number of issued shares of the Company 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 of the Company in general meeting.

## NOTICE OF ANNUAL 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 this Meeting (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 number of shares shall not exceed 10% of the total number of issued shares of the Company 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  
**Tai Hing Group Holdings Limited**  
**Wong Kin Pong Edmond**  
*Company Secretary*

Hong Kong, 29 April 2020

*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 of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him/her. 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting 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 Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

## NOTICE OF ANNUAL GENERAL MEETING

4. For determining the eligibility to attend and vote at the Meeting or any adjournment thereof, the register of members of the Company will be closed from Thursday, 28 May 2020 to Tuesday, 2 June 2020, 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 Meeting, all transfer forms duly accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 27 May 2020.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Meeting), the register of members of the Company will be closed from Monday, 8 June 2020 to Wednesday, 10 June 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend for the year ended 31 December 2019, all transfer forms duly accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 June 2020.
6. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 9:30 a.m. on Tuesday, 2 June 2020, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
7. To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting :
  - body temperature checks
  - wearing of surgical face mask
  - no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the venue of Annual General Meeting. To the extent permitted under applicable law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue so as to ensure the health and safety of the attendees at the Annual General Meeting.

For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of the Stock Exchange and the Company for future announcements and updates on the Annual General Meeting arrangements.