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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sinomax Group Limited (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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SINOMAX

Sinomax Group Limited

盛諾集團有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1418)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Room 632, 6/F, KITEC, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong, on Friday, 14 June 2019 at 9:30 a.m. is set out on pages 20 to 25 of this circular.

A form of proxy for the annual general meeting is enclosed with this circular. Whether or not you intend to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time for holding the meeting or any adjournment thereof. 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 should you so wish.

26 April 2019

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DEFINITIONS

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

“2018 Annual Report”	the annual report of the Company for the year ended 31 December 2018
“AGM”	the annual general meeting of the Company to be held at Room 632, 6/F, KITEC, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong, on Friday, 14 June 2019 at 9:30 a.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 20 to 25 of this circular
“Articles”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“BVI”	British Virgin Islands
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Sinomax Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning as ascribed to it under the Listing Rules and currently comprises Sinomax Enterprises Limited, Mr. Lam Chi Fan, Mr. Cheung Tung, Mr. Chen Feng and Ms. Cheung Shui Ying
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing of the ordinary resolution in relation thereto at the AGM
“Latest Practicable Date”	17 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company (as amended from time to time)
“Nomination Committee”	the nomination committee of the Company
“Post-IPO Share Option Scheme”	the post-IPO share option scheme conditionally adopted by the Company on 4 March 2014
“PRC”	the People’s Republic of China
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme conditionally adopted by the Company on 13 December 2013 and expired on 10 July 2014, being the listing date of the Company
“Repurchase Mandate”	a general and unconditional mandate to repurchase such number of the fully paid up Shares not exceeding 10% of the number of the issued Shares as at the date of passing the ordinary resolution in relation thereto at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vistra”	Vistra Trust (BVI) Limited, previously known as Orangefield Trustees (BVI) Limited, a company incorporated in the BVI on 6 April 2010, and a professional trustee authorised to provide trustee services pursuant to a licence issued by BVI Financial Services Commission on 29 May 2013
“%”	per cent.

LETTER FROM THE BOARD

SINOMAX

Sinomax Group Limited

盛諾集團有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1418)

Executive Directors:

Mr. Lam Chi Fan (*Chairman of the Board*)

Mr. Cheung Tung (*President*)

Mr. Chen Feng

Mr. Lam Kam Cheung

(Chief Financial Officer and Company Secretary)

Ms. Lam Fei Man

Independent non-executive Directors:

Mr. Wong Chi Keung

Professor Lam Sing Kwong, Simon

Mr. Fan Chun Wah, Andrew, J.P.

Mr. Zhang HWO Jie

Mr. Wu Tak Lung

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

Principal place of business in

Hong Kong:

Units 2005-2007

Level 20 Tower 1

MegaBox Enterprise Square Five

38 Wang Chiu Road

Kowloon Bay

Hong Kong

26 April 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM involving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate to include the Shares repurchased pursuant to the Repurchase Mandate; and (ii) the re-election of the retiring Directors at the AGM; and to give you the AGM Notice.

LETTER FROM THE BOARD

Resolutions relating to the granting of the Issue Mandate and the Repurchase Mandate, the re-election of the retiring Directors and certain other resolutions to be passed as ordinary resolutions will be proposed at the AGM.

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITOR

The 2018 Annual Report incorporating the audited consolidated financial statements of the Company for the year ended 31 December 2018 and the reports of the Directors and the auditor will be sent together with this circular to the Shareholders. The audited consolidated financial statements of the Company for the year ended 31 December 2018 have been reviewed by the audit committee of the Company.

3. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Issue Mandate

At the AGM, an ordinary resolution will be proposed to the Shareholders to grant to the Directors the Issue Mandate.

Subject to the passing of the ordinary resolution granting the Issue Mandate at the AGM and on the basis that 1,750,002,000 Shares were in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased by the Company on or prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 350,000,400 Shares representing 20% of the aggregate number of the issued Shares as at the date of passing of the ordinary resolution in relation thereto at the AGM.

The Issue Mandate will end on 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 or any applicable laws of the Cayman Islands to be held; or (iii) revocation, variation or renewal of the Issue Mandate by ordinary resolution of the Shareholders in general meeting of the Company.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed to the Shareholders to grant to the Directors the Repurchase Mandate.

LETTER FROM THE BOARD

Subject to the passing of the ordinary resolution granting the Repurchase Mandate at the AGM and on the basis that 1,750,002,000 Shares were in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased by the Company on or prior to the AGM, the exercise of the Repurchase Mandate in full will result in up to 175,000,200 Shares being repurchased by the Company.

The Repurchase Mandate will end on 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 or any applicable laws of the Cayman Islands to be held; or (iii) revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting of the Company.

Conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to authorise the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares under the Issue Mandate by adding those Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options that have been or may be granted under the share option schemes of the Company.

An explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to Shareholders under the Listing Rules is set out in Appendix I to this circular.

4. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 16.18 of the Articles, Mr. Zhang HWO Jie, Mr. Wu Tak Lung, Professor Lam Sing Kwong, Simon and Mr. Fan Chun Wah, Andrew, J.P. (“**Mr. Fan**”) will retire from office as Directors by rotation at the AGM and, being eligible, have offered themselves for re-election as Directors at the AGM.

The biographical details of each of the retiring Directors, as required to be disclosed pursuant to rule 13.51(2) of the Listing Rules, are set out in Appendix II to this circular.

LETTER FROM THE BOARD

The Nomination Committee has assessed the proposed re-election of each of the retiring Directors and has recommended to the Board that that the re-election be proposed at the AGM and be recommended to the Shareholders. The recommendation was made in accordance with the nomination policy of the Company, taking into account a wide range of diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) and with due regard for the benefits of diversity of the Board as set out in the board diversity policy of the Company. The Nomination Committee is of the view that each of the retiring Directors has provided valuable contributions and objective and balanced views to the Board in relation to the Company's affairs and, having considered the depth and breadth of professional experience, skills and knowledge of each retiring Director, is satisfied that each of them will continue to contribute to the diversity of the Board.

The Nomination Committee and the Board have assessed the independence of each retiring Director based on the independence criteria set out in rule 3.13 of the Listing Rules. The Nomination Committee and the Board have reviewed the confirmation of independence provided by each of the retiring Directors and are satisfied that each of them has remained independent.

Mr. Fan, being an independent non-executive Director, is currently also an independent non-executive director of eight other listed companies in Hong Kong and will be holding his ninth directorship upon his re-election as an independent non-executive Director at the AGM. Having taken into account that: (i) Mr. Fan has been fully committed to the Board and the Company's affairs and has attended all meetings of the Board which he is eligible to attend since his appointment to the Board on 10 July 2014, being the listing date of the Company; (ii) he is not closely involved in the daily business operations of the other listed companies of which he is an independent non-executive director; and (iii) he has timely and adequately disclosed to the Board the number and nature of directorships he currently holds in other listed companies, and with due regards to his professional competency, time management ability and continuous commitment to the businesses of the Company in terms of time, interest and attention in the past, the Board believes that Mr. Fan would still be able to devote sufficient time to the Board.

5. RE-APPOINTMENT OF AUDITOR

The term of appointment of the Company's auditor, Deloitte Touche Tohmatsu, will come to an end at the conclusion of the AGM, and being eligible, have offered itself for re-appointment at the AGM.

The Board (which was endorsed by the audit committee of the Company) proposed that, subject to the auditor's re-appointment being approved by the Shareholders at the AGM, Deloitte Touche Tohmatsu be re-appointed as the auditor of the Company until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 20 to 25 of this circular. At the AGM, resolutions will be proposed to approve, amongst others, the grant of the Issue Mandate and the Repurchase Mandate and the re-election of retiring Directors.

The register of members of the Company will be closed from Tuesday, 11 June 2019 to Friday, 14 June 2019, both days inclusive, during which period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 10 June 2019.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under rule 13.39(5) of the Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, (i) no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM; and (ii) as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he/she/it has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his/her/its Shares to a third party, either generally or on a case-by-case basis.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that all resolutions to be proposed at the AGM, including the proposed grant to the Directors of the Issue Mandate and the Repurchase Mandate and the re-election of the retiring Directors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Sinomax Group Limited
Lam Chi Fan
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This is the explanatory statement required under rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to an ordinary resolution to be proposed at the AGM authorising the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, there were 1,750,002,000 Shares in issue. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased on or prior to the AGM, exercise in full of the Repurchase Mandate could result in up to 175,000,200 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Repurchase Mandate up to 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 or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting of the Company.

2. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Share repurchases may, depending on 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 repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the laws of the Cayman Islands, any repurchases of Shares by the Company may be made out of its profits, out of the Company's share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Law, out of capital.

Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

4. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate is exercised in full, it might have a material adverse impact on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2018, being the date on which its latest published audited financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital and/or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2018	0.65	0.61
May 2018	0.63	0.59
June 2018	0.61	0.57
July 2018	0.59	0.52
August 2018	0.54	0.50
September 2018	0.51	0.47
October 2018	0.48	0.40
November 2018	0.41	0.37
December 2018	0.43	0.40
January 2019	0.47	0.41
February 2019	0.46	0.42
March 2019	0.43	0.365
April 2019 (up to the Latest Practicable Date)	0.375	0.355

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and the Articles and the laws of the Cayman Islands.

7. DIRECTORS, THE CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors or any of their respective close associates have a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company. No core connected person has notified the Company that they have a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

8. TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENT

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of rule 32 of the Takeovers Code. As a result, 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 become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by the Directors, the following parties were interested in 5% or more of the then issued share capital of the Company:

Name	Nature of interest	Number of Shares/ underlying Shares ⁽¹⁾	Approximate percentage of shareholding as at the Latest Practicable Date ⁽²⁾	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Lam Chi Fan	Founder of a discretionary trust	1,275,906,000 (L) ⁽³⁾	72.91%	81.01%
	Beneficial owner	8,150,000 (L) ⁽⁴⁾	0.47%	0.52%
Cheung Shui Ying	Founder of a discretionary trust	1,275,906,000 (L) ⁽⁵⁾	72.91%	81.01%
Sinomax Enterprises Limited ⁽⁶⁾	Beneficial owner	1,275,906,000 (L)	72.91%	81.01%
Chi Fan Holding Limited	Interest of a controlled corporation	1,275,906,000 (L)	72.91% ⁽⁷⁾	81.01%
The James' Family Holding Limited	Interest of a controlled corporation	1,275,906,000 (L)	72.91% ⁽⁸⁾	81.01%
Vistra ⁽⁹⁾	Trustee of various trusts	1,275,906,000 (L)	72.91%	81.01%
Li Ching Hau	Interest of spouse	1,284,056,000 (L)	73.38% ⁽¹⁰⁾	81.53%

Notes:

1. The letter "L" denotes long position.
2. The calculation is based on 1,750,002,000 Shares in issue as at the Latest Practicable Date.
3. These Shares belong to Sinomax Enterprises Limited. Sinomax Enterprises Limited is legally and beneficially owned as to 37.5% by Chi Fan Holding Limited and hence by The Frankie Trust. The Frankie Trust is a discretionary family trust established by Lam Chi Fan as settlor and Vistra acting as the trustee. The beneficiaries of The Frankie Trust are Lam Chi Fan and his family members.
4. Lam Chi Fan, an executive Director, has been granted share options to subscribe for 6,650,000 Shares under the Pre-IPO Share Option Scheme and 1,500,000 Shares under the Post-IPO Share Option Scheme, all of which are still outstanding.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. These Shares belong to Sinomax Enterprises Limited. Sinomax Enterprises Limited is legally and beneficially owned as to 37.5% by The James' Family Holding Limited and hence by The James' Family Trust. The James' Family Trust is a discretionary family trust established by Cheung Shui Ying as settlor and Vistra acting as the trustee. The beneficiaries of The James' Family Trust are Cheung Shui Ying and her family members.
6. Sinomax Enterprises Limited is legally owned as to 37.5%, 37.5%, 12.5% and 12.5% by Chi Fan Holding Limited, The James' Family Holding Limited, Wing Yiu Investments Limited and Venture Win Holdings Limited, respectively, and beneficially owned in the same proportion by The Frankie Trust, The James' Family Trust, The Cheung's Family Trust and The Feng Chen's Family Trust, respectively.
7. These Shares belong to Sinomax Enterprises Limited, which is legally owned as to 37.5% by Chi Fan Holding Limited.
8. These Shares belong to Sinomax Enterprises Limited, which is legally owned as to 37.5% by The James' Family Holding Limited.
9. Vistra acts as the trustee of The Frankie Trust, The James' Family Trust, The Cheung's Family Trust and The Feng Chen's Family Trust. The beneficiaries of The Frankie Trust are Lam Chi Fan and his family members. The beneficiaries of The Cheung's Family Trust are Cheung Tung and his family members. The beneficiaries of The James' Family Trust are Cheung Shui Ying and her family members. The beneficiaries of The Feng Chen's Family Trust are Chen Feng and his family members.
10. These interests belong to Lam Chi Fan, the spouse of Li Ching Hau. Under the SFO, Li Ching Hau is deemed to be interested in the same number of Shares in which Lam Chi Fan is interested.

In the event that the Directors exercise in full the Repurchase Mandate and assuming no further Shares are issued by the Company, the interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column of the table above (assuming that the number of Shares then held by each of such Shareholders remain the same). Such increases would not give rise to an obligation to make a mandatory offer under the Takeovers Codes.

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's total number of issued shares would be in public hands. The Directors have no present intention to exercise the Repurchase Mandate to an extent that the aggregate number of the Shares in public hands would be reduced to less than such prescribed minimum percentage.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The biographical details of the Directors proposed to be re-elected at the AGM, as required to be disclosed pursuant to rule 13.51(2) of the Listing Rules, are set out below:

1. Mr. ZHANG HWO Jie (張傑先生) – independent non-executive Director

Mr. ZHANG HWO Jie, aged 56, is an independent non-executive Director, a member of the audit committee and the corporate governance committee of the Company. Mr. Zhang was appointed to the Board in March 2014. Mr. Zhang is currently the chairman of EVA Precision Industrial Holdings Limited (stock code: 838), a listed public company in Hong Kong. Mr. Zhang has more than 20 years of experience in marketing, strategic planning and corporate management in manufacturing industry. Mr. Zhang was granted with the “Young Industrialist Award of Hong Kong” by the Federation of Hong Kong Industries in 2008, and was bestowed as an honorary fellow by The Professional Validation Council of Hong Kong Industries in 2014. He is currently a honorary chairman of The Hong Kong Metals Manufacturers Association, a honorary president of Hong Kong Mould and Product Technology Association and an ex-officio advisor of Hong Kong Young Industrialists Council.

As at the Latest Practicable Date, Mr. Zhang has personal interests (within the meaning of Part XV of the SFO) in share options granted by the Company to subscribe for 300,000 Shares.

Mr. Zhang has entered into a service agreement with the Company for a term of three years effective from 11 July 2017, which may be terminated by either party giving at least three months’ prior notice in writing. Pursuant to such service contract, Mr. Zhang is entitled to director’s fees of HK\$240,000 per annum.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

2. Mr. WU Tak Lung (吳德龍先生) – independent non-executive Director

Mr. WU Tak Lung, aged 53, is an independent non-executive Director and a member of the audit committee and the corporate governance committee of the Company. Mr. Wu was appointed to the Board in March 2014. Mr. Wu had worked in Deloitte Touche Tohmatsu, an international accounting firm, for five years and had worked in several companies in Hong Kong as head of corporate finance and/or executive director. Mr. Wu had over 10 years' experience in the corporate finance field. Mr. Wu currently serves as an independent non-executive director of Beijing Media Corporation Limited (stock code: 1000), China Machinery Engineering Corporation (stock code: 1829), Henan Jinma Energy Company Limited (stock code: 6885), Kam Hing International Holdings Limited (stock code: 2307) all are listed public companies in Hong Kong, and Olympic Circuit Technology Co., Ltd. (stock code: 603920), a company listed in Shanghai. Mr. Wu currently is the member of the committee of Jiangsu Provincial People's Political Consultative Conference, honorary member of the Council and the Court of Hong Kong Baptist University, the honorary chairman of the North Kwai Chung Scout Association and the executive vice-president of Hong Kong – Guangdong Youth Exchange Promotion Association. Mr. Wu holds a bachelor's degree in business administration in accounting from the Hong Kong Baptist University and a master's degree in business administration jointly issued by the University of Manchester and the University of Wales. Mr. Wu is a fellow member of the Association of Chartered Certified Accountants, and a member of the Hong Kong Institute of Certified Public Accountants and he is also a fellow member of the Taxation Institute of Hong Kong, the Hong Kong Institute of Chartered Secretaries and the Hong Kong Securities and Investment Institute.

Moreover, in the past three years, Mr. Wu was an independent non-executive director of Aupu Group Holding Company, a then listed public company in Hong Kong, which was delisted on 30 September 2016, Huarong Investment Stock Corporation Limited, a listed public company in Hong Kong the Main Board of the Stock Exchange (stock code: 2277), First Tractor Company Limited, a listed public company in both Hong Kong (stock code: 00038), and the Shanghai Stock Exchange (stock code: 601038) and Sinotrans Shipping Limited, a then listed public company in Hong Kong which was delisted on 16 January 2019.

As at the Latest Practicable Date, Mr. Wu has personal interests (within the meaning of Part XV of the SFO) in share options granted by the Company to subscribe for 300,000 Shares.

Mr. Wu has entered into a service agreement with the Company for a term of three years effective from 11 July 2017, which may be terminated by either party giving at least three months' prior notice in writing. Pursuant to such service contract, Mr. Wu is entitled to director's fees of HK\$240,000 per annum.

**APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

**3. Professor LAM Sing Kwong, Simon (林誠光教授) – independent non-executive
Director**

Professor LAM Sing Kwong, Simon, aged 60, is an independent non-executive Director, the chairman of the remuneration committee and a member of the audit committee, the nomination committee and the corporate governance committee of the Company. Professor Lam is the Professor of Management and Strategy at the Faculty of Business and Economics, The University of Hong Kong. He is also Head of the Faculty's Management and Strategy Area, Director of the Centre of Asian Entrepreneurship and Business Values and Ian Davies Endowed Professor in Ethics. Before joining the University of Hong Kong, Professor Lam had worked as a management consultant and as a regional manager for a bank. He has gained extensive experience in the area of corporate governance, strategy development and corporate finance. Professor Lam is the independent non-executive director of Kwan On Holdings Limited (listed on the Main Board of the Stock Exchange, stock code: 01559) and Overseas Chinese Town (Asia) Holdings Limited (listed on the Main Board of the Stock Exchange, stock code: 03366). Professor Lam is also the non-executive director of Jacobson Pharma Corporation Limited (listed on the Main Board of the Stock Exchange, stock code: 02633).

As at the Latest Practicable Date, Professor Lam has personal interests (within the meaning of Part XV of the SFO) in share options granted by the Company to subscribe for 300,000 Shares.

Professor Lam has entered into a service agreement with the Company for a term of three years effective from 11 July 2017, which may be terminated by either party giving at least three months' prior notice in writing. Pursuant to such service contract, Professor Lam is entitled to director's fees of HK\$240,000 per annum.

**APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

**4. Mr. FAN Chun Wah, Andrew, J.P. (范駿華太平紳士) – independent non-executive
Director**

Mr. FAN Chun Wah Andrew, J.P., aged 40, is an independent non-executive Director and a member of the audit committee, the corporate governance committee and the remuneration committee of the Company. Mr. Fan was appointed to the Board in March 2014. He is a managing director of Fan, Mitchell & Co., Limited and C.W. Fan & Co. Limited. He is currently an independent non-executive director of Chuang's China Investments Limited (stock code: 298), CNC Holdings Limited (stock code: 8356), Culturecom Holdings Limited (stock code: 343), Fulum Group Holdings Limited (stock code: 1443), Nameson Holdings Limited (stock code: 1982), Omnibridge Holdings Limited (stock code: 8462), Sanbase Corporation Limited (stock code: 8501), Space Group Holdings Limited (stock code: 2448), all of which are listed public companies in Hong Kong. Mr. Fan was appointed as the chairman of the 23rd council of Hong Kong United Youth Association with effect from 1 July 2015. He is also a committee member of the 10th, 11th and 12th Chinese People's Political Consultative Conference Zhejiang Province Committee, the 4th and 5th Chinese People's Political Consultative Conference of Shenzhen Committee, member of HKSAR Committee on the Promotion of Civic Education, HKSAR Justices of the Peace and the vice chairman of Zhejiang Province United Young Association. Mr. Fan holds a bachelor's degree in business administration in accounting and finance from the University of Hong Kong and a bachelor's degree in laws from the University of London. Mr. Fan is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, Mr. Fan has personal interests (within the meaning of Part XV of the SFO) in share options granted by the Company to subscribe for 300,000 Shares.

Mr. Fan has entered into a service agreement with the Company for a term of three years effective from 11 July 2017, which may be terminated by either party giving at least three months' prior notice in writing. Pursuant to such service contract, Mr. Fan is entitled to director's fees of HK\$240,000 per annum.

**APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

GENERAL

Save as disclosed above, as at the Latest Practicable Date and to the best knowledge and belief of the Board, the Directors confirmed that each of Mr. Zhang HWO Jie, Mr. Wu Tak Lung, Professor Lam Sing Kwong, Simon and Mr. Fan Chun Wah, Andrew, J.P.:

- (a) did not hold any directorship in other listed public companies in the last three years;
- (b) did not hold any other positions with the Company or any member of the Group;
- (c) was not connected and did not have any relationship with any Director, senior management, substantial shareholder or Controlling Shareholder; and
- (d) had no interests in the Shares which are required to be disclosed under Part XV of the SFO.

Save for the information set out in this section and in the 2018 Annual Report, there is no other matters which need to be brought to the attention of the Shareholders or any other information which is required to be disclosed under paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules.

* *English translated name is for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

SINOMAX

Sinomax Group Limited

盛諾集團有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1418)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Sinomax Group Limited (the “**Company**”) will be held at Room 632, 6/F, KITEC, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong, on Friday, 14 June 2019 at 9:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2018.
2.
 - (a) To consider the re-election of Mr. Zhang HWO Jie as an independent non-executive Director.
 - (b) To consider the re-election of Mr. Wu Tak Lung as an independent non-executive Director.
 - (c) To consider the re-election of Professor Lam Sing Kwong, Simon as an independent non-executive Director.
 - (d) To consider the re-election of Mr. Fan Chun Wah, Andrew, J.P. as an independent non-executive Director.
3. To authorise the board of Directors to fix the remuneration of the Directors.
4. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of Directors to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of HK\$0.1 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) the shares of the Company issued as a result of a Rights Issue (as hereinafter defined in paragraph (d) below);
 - (ii) the exercise of options granted under the share option schemes or similar arrangement adopted by the Company from time to time;
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the articles of association of the Company and other relevant regulations in force from time to time; or

NOTICE OF ANNUAL GENERAL MEETING

- (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of issued shares of the Company on the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of issued shares of the Company which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of issued shares of the Company on the date of the passing of this resolution); and
- (d) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked, varied or renewed by an ordinary resolution of the shareholders of the Company in general meeting of the Company.

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

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased or agreed to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of the issued shares of the Company on the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked, varied or renewed by an ordinary resolution of the shareholders of the Company in general meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the aggregate number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution 6 above shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution 5, provided that the number of shares repurchased by the Company shall not exceed 10% of the total number of the issued shares of the Company on the date of the passing of this resolution.”

Yours faithfully,
For and on behalf of the Board
Sinomax Group Limited
Lam Chi Fan
Chairman

Hong Kong, 26 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the shareholder to speak at the Meeting. A proxy need not be a shareholder of the Company. A member (whether or not a recognised clearing house) may appoint any number of proxies to attend in his/her/its stead at the Meeting.
2. In the case of joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
4. In order to determine the right to attend the Meeting, the register of members of the Company will be closed from Tuesday, 11 June 2019 to Friday, 14 June 2019, 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 of shares of the Company accompanied by the relevant share certificates transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 10 June 2019.
5. Completion and return of the form of proxy by a shareholder of the Company should not preclude such shareholder from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.