
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Altus Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

ALTUS
ALTUS HOLDINGS LIMITED
浩德控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8149)

CONNECTED TRANSACTION
GRANT OF SHARE AWARDS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent financial adviser to
the Independent Board Committee and the Independent Shareholders



A letter from the Board (as defined herein) is set out on pages 5 to 13 of this circular. A letter from the Independent Board Committee (as defined herein) containing its advice to the Independent Shareholders (as defined herein) is set out on page 14 of this circular. A letter from China Investment Securities International Capital Limited containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 15 to 25 of this circular.

A notice convening the EGM (as defined herein) to be held at Artyzen Club at 401A, 4/F Shun Tak Centre (near China Merchant Tower), 200 Connaught Road Central, Hong Kong at 10:00 a.m. on Thursday, 8 August 2019 or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be convened for the same day and place, whichever is later, is set out on pages 33 to 35 of this circular.

A form of proxy for use by the Independent Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 and in any event not less than 48 hours before the time appointed for the holding of the EGM 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 EGM or any adjournment thereof (as the case may be) should you so desire.

This circular will remain on the "Latest Company Announcements" page of GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company's website at www.altus.com.hk.

22 July 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“associates”	has the meaning ascribed to such term in the GEM Listing Rules
“Awarded Shares”	an aggregate of 1,940,000 Shares to be allotted and issued by the Company to the Grantees pursuant to the Share Awards
“Board”	the board of Directors
“CISIC” or “Independent Financial Adviser”	China Investment Securities International Capital Limited, a licensed corporation permitted to engage in Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in relation to the Connected Grant and the Connected Grant Specific Mandate
“Company”	Altus Holdings Limited 浩德控股有限公司, a company incorporated in the Cayman Islands as an exempted limited liability company, the Shares of which are listed on GEM of the Stock Exchange (Stock Code: 8149)
“Connected Grant”	the conditional grant of 750,000 Awarded Shares to Ms. Khoo
“Connected Grant Specific Mandate”	the specific mandate in respect of the allotment and issue of Awarded Shares to Ms. Khoo
“connected person”	has the meaning ascribed to under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Duration”	the period whereby the Share Awards shall be valid and effective with effect from the Effective Date until the earlier of 31 December 2020 or such date of early termination as may be determined by the Board

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened and held at Artyzen Club at 401A, 4/F Shun Tak Centre (near China Merchant Tower), 200 Connaught Road Central, Hong Kong at 10:00 a.m. on Thursday, 8 August 2019 or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be convened for the same day and place, whichever is later, to consider and, if appropriate, to approve the resolutions contained in the EGM Notice which is set out on pages 33 to 35 of this circular, or any adjournment thereof
“EGM Notice”	the notice convening the EGM as set out on pages 33 to 35 of this circular
“Effective Date”	the date on which the Share Awards become unconditional upon the fulfilment of the conditions set out in the deeds of grant
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Grant to Selected Employees”	the conditional grant of 1,190,000 Awarded Shares to the Selected Employees
“Grantee(s)”	the party(ies) being granted with the Share Awards by the Company under the deeds of grant
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board, comprising the independent non-executive Directors, namely Mr. Chao Tien Yo, Mr. Chan Sun Kwong and Mr. Lee Shu Yin, established for the purpose of advising the Independent Shareholders in respect of the Connected Grant and the Connected Grant Specific Mandate
“Independent Shareholders”	Shareholders who are not required to abstain from voting on the resolutions to be proposed at the EGM under the Articles of Association and the GEM Listing Rules

DEFINITIONS

“Independent Third Parties”	persons or entities who/which are independent of and not connected with (within the meaning of the GEM Listing Rules) the Company
“Issue Dates”	the dates of allotment and issue of the Awarded Shares
“Lapse”	the event where the entitlement to any Awarded Shares, to the extent not already vested, is lapsed
“Latest Practicable Date”	15 July 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Ms. Khoo”	Ms. Khoo Wing Pui Charlotte, an executive director of a wholly-owned subsidiary of the Group and a Grantee
“Selected Employees”	eight employees of the Group who are Grantees
“Selected Employees Specific Mandate”	the specific mandate in respect of the allotment and issue of Awarded Shares to Selected Employees
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong)
“Shares”	ordinary shares in the share capital of the Company with a nominal value of HK\$0.01 each
“Share Awards”	the award of the Awarded Shares pursuant to the deeds of grant
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vesting Date(s)”	the specific date(s) set out in the deeds of grant on which the Share Awards shall be vested
“HK\$”	Hong Kong Dollar, being the lawful currency of Hong Kong
“2018 Share Awards Circular”	the circular of the Company dated 20 July 2018 relating to the 2018 Share Awards

DEFINITIONS

“2018 Share Awards” the previous share awards where Ms. Khoo and one of the Selected Employees were granted 4,800,000 Shares in aggregate

“%” per cent

LETTER FROM THE BOARD

ALTUS

ALTUS HOLDINGS LIMITED

浩德控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8149)

Executive Directors:

Mr. Arnold Ip Tin Chee (*Chairman*)

Mr. Chang Sean Pey

Ms. Leung Churk Yin Jeanny

Independent non-executive Directors:

Mr. Chao Tien Yo

Mr. Chan Sun Kwong

Mr. Lee Shu Yin

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

21 Wing Wo Street

Central

Hong Kong

To the Shareholders

22 July 2019

Dear Sir/Madam,

CONNECTED TRANSACTION GRANT OF SHARE AWARDS

INTRODUCTION

On 3 July 2019, the Board has resolved to award conditionally an aggregate of 1,940,000 Awarded Shares to nine Grantees for the purposes of recognising and rewarding their contributions, as well as retaining and motivating them for the continual operation and development of the Group.

One of the Grantees is an executive director of a wholly-owned subsidiary of the Group, and is therefore a connected person of the Company at the subsidiary level. Accordingly, such Connected Grant constitutes a non-exempt connected transaction under the GEM Listing Rules and is subject to reporting, announcement, independent financial advice and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

LETTER FROM THE BOARD

The Awarded Shares will be issued and allotted to the Grantees pursuant to specific mandates under Rule 17.39(1) of the GEM Listing Rules, where (i) 1,190,000 Awarded Shares have conditionally been awarded to the Selected Employees; and (ii) 750,000 Awarded Shares have conditionally been awarded to Ms. Khoo. The Awarded Shares under the Grant to Selected Employees will be issued under the Selected Employees Specific Mandate while the Awarded Shares under the Connected Grant will be issued under the Connected Grant Specific Mandate.

The grant of Share Awards is not pursuant to a share option scheme under Chapter 23 of the GEM Listing Rules. None of the Directors has a material interest in such Share Awards and therefore no Director was required to abstain from voting on the board resolutions approving (i) the Grant to Selected Employees and the Selected Employees Specific Mandate; and (ii) the Connected Grant and the Connected Grant Specific Mandate. As far as the Directors are aware, as at the Latest Practicable Date, one of the Selected Employees held 330,000 Shares and is required to abstain from voting on the resolution for the approval of the Selected Employees Specific Mandate at the EGM. Saved as disclosed above, no Shareholder is required to abstain from voting on the resolutions for the approval of the Selected Employees Specific Mandate, Connected Grant and Connected Grant Specific Mandate at the EGM. If Ms. Khoo or any Selected Employees subsequently hold Shares at the date of the EGM, he/she shall abstain from voting on the relevant resolutions at the EGM.

The Independent Board Committee has been established to advise Independent Shareholders on the resolution to be proposed at the EGM in connection with the Connected Grant and the Connected Grant Specific Mandate. CISIC has been appointed by the Company as its independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the above matters.

The purpose of this circular is to provide you with details of the Share Awards, the Selected Employees Specific Mandate, the Connected Grant and the Connected Grant Specific Mandate and to seek your approval of the ordinary resolutions set out in the EGM Notice on pages 33 to 35 of this circular. The recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Connected Grant and the Connected Grant Specific Mandate is set out on page 14 of this circular. The letter from CISIC to the Independent Board Committee and the Independent Shareholders containing its advice in relation to the Connected Grant and the Connected Grant Specific Mandate is set out on pages 15 to 25 of this circular.

SHARE AWARDS

Set out below are the particulars of the deeds of grant:

1. Date and parties to the deeds of grant

Date: 3 July 2019

Grant to Selected Employees

Parties: The Company, as grantor
The Selected Employees, as grantee

Apart from the fact they are employees, these Selected Employees are Independent Third Parties of the Company.

LETTER FROM THE BOARD

Connected Grant

Parties: The Company, as grantor
 Ms. Khoo, as grantee

Ms. Khoo is an executive director of a wholly-owned subsidiary of the Group, and is a connected person of the Company at the subsidiary level.

As Ms. Khoo is a connected person of the Company at the subsidiary level, the Connected Grant constitutes a non-exempt connected transaction and is subject to reporting, announcement, independent financial advice and independent shareholders' approval requirements under the GEM Listing Rules. Prior to this Connected Grant, Ms. Khoo has previously been awarded with 2,400,000 Shares, details of which are set out in the 2018 Share Awards Circular. Under the deed of the 2018 Share Awards, the aforesaid 2,400,000 Shares have yet to be vested; 1,120,000 Shares, 640,000 Shares and 640,000 Shares will be vested on 31 December 2019, 31 December 2020 and 31 December 2021 respectively.

2. Purpose

The Share Awards have been granted to recognise and reward the contributions made by the Grantees and to retain and motivate them for the continual operation and development of the Group.

3. Duration

The Share Awards shall be valid and effective for the period from the date the Share Awards become unconditional until the termination date which is the earlier of the Duration. Termination shall not affect any subsisting rights of the Grantees under the Share Awards saved as mentioned in paragraph 8 below.

4. Administration

The Share Awards shall be subject to the administration of the Board. The Company shall comply with all applicable disclosure requirements in relation to the administration of the Share Awards, including without limitation to those imposed by the GEM Listing Rules from time to time.

5. Conditions

The Share Awards under the Grant to Selected Employees are conditional upon (i) the Company having obtained from the Stock Exchange a grant of the listing of, and permission to deal in, the Awarded Shares; (ii) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Selected Employees Specific Mandate; and (iii) the relevant Grantees having obtained all necessary consents and approvals that may be required to enable him/her to accept the Share Awards. If these conditions are not satisfied on or before 31

LETTER FROM THE BOARD

December 2019, the Share Awards under the Grant to Selected Employees shall forthwith be terminated and the relevant Grantees shall not be entitled to any rights or benefits or be under any obligations under or in respect of the Share Awards.

The Share Award under the Connected Grant to Ms. Khoo is conditional upon (i) the Company having obtained from the Stock Exchange a grant of the listing of, and permission to deal in, the Awarded Shares; (ii) approval of the Connected Grant and the Connected Grant Specific Mandate by the Independent Shareholders at the EGM; and (iii) Ms. Khoo having obtained all necessary consents and approvals that may be required to enable her to accept the Share Awards. If these conditions are not satisfied on or before 31 December 2019, the Share Awards under the Connected Grant shall forthwith be terminated and Ms. Khoo shall not be entitled to any rights or benefits or be under any obligations under or in respect of the Share Awards.

At the time of preparing the Connected Grant and the Grant to Selected Employees, the Company took a conservative view on the duration that may be required to prepare/process the subject matter and, has therefore built in ample time for the satisfaction of the conditions precedent up to 31 December 2019. As the EGM is expected to be convened on 8 August 2019, the conditions precedent are anticipated to be satisfied within one month after passing the relevant resolutions at the EGM.

6. Vesting and allotment of Shares

Upon vesting, the Grantees will have an unconditional right to obtain the Awarded Shares.

For the deed of the Connected Grant, the vesting of the 750,000 Awarded Shares to Ms. Khoo will take place on 31 December 2020. Out of the eight Grants to Selected Employees, the Vesting Date under one deed of grant will take place on 31 December 2020, while for the remaining seven deeds of grant, the vesting will take place in stages over the Duration, on the Vesting Dates and in the proportions as set out in the relevant deeds of grant.

The Grantees shall take procedures reasonably required by the Company to effect the allotment and issue of the Awarded Shares. The Company shall allot and issue the Awarded Shares on the Issue Dates as determined by the Company at its discretion, which date in any case shall not be later than one calendar month from the relevant Vesting Dates.

The Awarded Shares to be issued and allotted to the Grantees shall rank *pari passu* in all respects with the fully paid Shares in issue on the relevant Issue Date. The Awarded Shares entitle the Grantees to participate in all cash income or other distributions paid or made after the relevant Issue Dates, but not in any cash income or distributions previously declared, recommended to be paid or made before the relevant Issue Dates.

LETTER FROM THE BOARD

7. Adjustments

In the event of any alteration in the capital structure of the Company whilst any part of the Share Awards remain outstanding, whether by way of capitalisation of profits or reserves, rights issue or other offer of securities to its Shareholders (including any securities convertible into share capital or warrants or options to subscribe for any share capital of the Company), consolidation, subdivision or reduction of the share capital of the Company (excluding any alteration in the capital structure of the Company as a result of an issue of Shares pursuant to, or in connection with, any share option scheme, share appreciation rights scheme or any arrangement for remunerating or incentivising any employee, consultant or adviser to the Company or any employee, consultant or adviser to the Group) or in the event of any distribution of the Company's legal assets to its Shareholders on a pro rata basis (whether in cash or in specie) other than dividends paid out of the net profits attributable to its Shareholders for each financial year of the Company (each an "**Adjustment Event**"), then, in any such case (other than in the case of capitalisation of profits or reserves), the Company shall, prior to the relevant Issue Dates, inform the Grantees in writing of (i) the Adjustment Event(s) which have occurred on or prior to the relevant Issue Dates; and (ii) the adjustment to be made to the number of Awarded Shares to be allotted on the relevant Issue Dates subject to the Award ("**Adjustment**"), provided that:

- (a) no Adjustment shall be made if the effect of which would increase the proportion of the issued share capital of the Company for which the relevant Grantee would have been entitled had all outstanding and unvested Awarded Shares become vested immediately prior to such Adjustment, to more than the proportion of Awarded Shares for such relevant Grantee to the total issued shares of the Company as at the date of the relevant deed of grant; and
- (b) the issue of Shares as consideration in a transaction shall not be regarded as a circumstance requiring any Adjustment.

8. Lapse

In the event that the Grantee ceases to be an employee of the Group, or by reasons of, amongst others, death, his or her becoming bankrupt, commitment of any fraud, dishonesty or serious misconduct, having been convicted of any criminal offenses, then his/her entitlements to any Awarded Shares, to the extent not already vested, shall lapse forthwith and all the unvested Awarded Shares shall be deemed to be forfeited.

9. Alteration

The Share Awards may be altered in any respect by a resolution by the Board (and a resolution by Shareholders at general meeting, if approvals are required for such alteration(s) under the laws and/or the applicable GEM Listing Rules at that time) provided that no such alteration shall operate to affect adversely the terms of the Share Awards and the subsisting rights of the Grantees prior to such alteration unless consent in writing of the Grantees is obtained.

LETTER FROM THE BOARD

MAXIMUM NUMBER OF AWARDED SHARES TO BE ISSUED AND LISTING APPLICATION

The total number of Awarded Shares which may be issued and allotted to the Grantees by the Company pursuant to the Share Awards shall not in aggregate exceed 1,940,000 Shares, representing 0.2425% of the issued share capital of the Company as at the Latest Practicable Date.

The Awarded Shares to be issued for cash at par to be paid out of internal resources as expenses of the Company with no payment required of the Grantees shall rank *pari passu* in all respects with the fully paid Shares in issue on the relevant Issue Dates. The Awarded Shares entitle the Grantees to participate in all cash income or other distributions paid or made after the relevant Issue Dates, but not in any cash income or distributions previously declared, recommended to be paid or made before the relevant Issue Dates.

As at the date of this announcement, 4,800,000 Shares in aggregate have been granted under the 2018 Share Awards to Ms. Khoo and one of the Selected Employees who is independent of and not connected with the Company within the meaning of GEM Listing Rules. These Shares have yet to be vested and accordingly, such 4,800,000 Shares, representing 0.6% of the issued share capital of the Company as at the Latest Practicable Date may be issued and allotted. Details are set out in the 2018 Share Awards Circular.

The table below illustrates the shareholding of the Company as at the Latest Practicable Date and assuming all the Awarded Shares (and Shares from 2018 Share Awards) have been issued to the Grantees:

Name of Shareholders	Assuming all the Awarded Shares (and Shares from 2018 Share Awards) have been issued to the Grantees							
	As at the Latest Practicable Date		As at 31 December 2019		As at 31 December 2020		As at 31 December 2021	
	Approximate percentage of the total		Approximate percentage of the total		Approximate percentage of the total		Approximate percentage of the total	
	No. of Shares	issued share capital %	No. of Shares	issued share capital %	No. of Shares	issued share capital %	No. of Shares	issued share capital %
Flying Castle Limited (Note 1)	570,052,000	71.25	570,052,000	71.04	570,052,000	70.76	570,052,000	70.66
Ms. Chan Kit Lai, Cecilia	1,250,000	0.16	1,250,000	0.16	1,250,000	0.16	1,250,000	0.15
Mr. Arnold Ip Tin Chee	1,250,000	0.16	1,250,000	0.16	1,250,000	0.16	1,250,000	0.15
Ms. Ip Tin Wai Chyvette	1,250,000	0.16	1,250,000	0.16	1,250,000	0.16	1,250,000	0.15
Ms. Ho Shuk Yee Samantha	1,250,000	0.16	1,250,000	0.16	1,250,000	0.16	1,250,000	0.15
Mr. Chang Sean Pey (Note 2)	13,934,000	1.74	13,934,000	1.74	13,934,000	1.73	13,934,000	1.73
Ms. Leung Churk Yin Jeanny (Note 2)	5,014,000	0.63	5,014,000	0.62	5,014,000	0.62	5,014,000	0.62
Ms. Khoo	–	–	1,120,000	0.14	2,510,000	0.31	3,150,000	0.39
Public Shareholders	206,000,000	25.74	207,270,000	25.82	208,950,000	25.94	209,590,000	26.00
Total	800,000,000	100.00	802,390,000	100.00	805,460,000	100.00	806,740,000	100.00

LETTER FROM THE BOARD

Note 1: Kinley-Hecico Holdings Limited (“**KHHL**”) is deemed to be interested in the Company through its wholly-owned subsidiary Flying Castle Limited. KHHL is owned as to 20.0% by Ms. Chan Kit Lai, Cecilia (“**Ms. Chan**”) and as to 80.0% by Landmark Trust Switzerland SA (the “**Trustee**”) on behalf of The Hecico 1985 Trust, of which Ms. Chan is the founder and Mr. Arnold Ip Tin Chee, Chairman and Executive Director and Ms. Lam Ip Tin Wai Chyvette (“**Ms. Ip**”) are beneficiaries. By virtue of the SFO, the Trustee, Ms. Chan, Mr. Ip and Ms. Ip are deemed to be interested in all the Shares held by KHHL. Pursuant to the SFO, Ms. Ho Shuk Yee Samantha, the spouse of Mr. Ip, is deemed to be interested in all the Shares in which Mr. Ip is interested or deemed to be interested.

Note 2: Mr. Chang Sean Pey and Ms. Leung Churk Yin Jeanny are the Directors and therefore are connected persons of the Company under Chapter 20 of the GEM Listing Rules.

The Company shall comply with the applicable GEM Listing Rules upon issuing the Awarded Shares.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Awarded Shares to be issued.

REASONS FOR AND BENEFITS OF THE GRANT OF SHARE AWARDS

As a listed company, the Board believes such status has enabled the Company to grant Share Awards as an additional means to structure remuneration package for staff retention. The Board also considers the grant of Share Awards an incentive bonus for such employees, which is in the ordinary and usual course of business of the Group and on normal commercial terms.

As reported in the 2019 annual report of the Company, the Group’s corporate finance advisory and property investment business have recorded encouraging growth in the past years. The Selected Employees and Ms. Khoo have been identified to have contributed to this over the years. To recognise and reward their contributions, as well as to retain and motivate them for the continual operation and development of the Group, the Directors have decided to grant them the Share Awards.

In particular, Ms. Khoo has contributed to the Group’s encouraging growth and results over the years. Her contributions include supervising and leading the execution of corporate finance projects, training junior staff, clients’ relationship management and project origination. Ms. Khoo is also recognised for her experience and qualification, in particular, as a qualified accountant, as an employee who has been with the Group a number of years, as a responsible officer, as well as a principal for sponsorship works, under the Securities and Futures Ordinance. This is despite the fact that there has been a decrease in corporate finance services segment profit during the financial year 2019 due to increase in headcount during the year and provision made for long-overdue receivables in respect of certain projects that had lapsed. The provision made is one-off while the expanded headcount would facilitate the Group’s intended business and profit expansion over the medium to long term. Hence, their short term effect should not affect the Connected Grant to Ms. Khoo.

LETTER FROM THE BOARD

The terms of each of the deeds of grant entered into with each of the Grantees are similar, save for that the deeds of grant for Ms. Khoo and one of the Selected Employees have one Vesting Date of 31 December 2020, while those for the other seven Selected Employees have two Vesting Dates of 31 December 2019 and 2020. Ms. Khoo and such one of the Selected Employees had previously been granted Shares from the 2018 Share Awards, the Vesting Dates of which are 31 December 2019, 31 December 2020 and 31 December 2021. The current grant to Ms. Khoo and such one of the Selected Employees can be viewed as a continued process by the Company to reward them via Shares for their contribution to the past performance of and commitment to the Group.

Taking into account the above, the Board is of the view that the Selected Employees Specific Mandate, Connected Grant and Connected Grant Specific Mandate are fair and reasonable and are in the interests of the Shareholders as a whole.

INFORMATION OF THE GROUP

The Company is, through its operating subsidiaries, principally engaged in (i) the provision of corporate finance services in Hong Kong, primarily offering sponsorship, financial advisory and compliance advisory services to clients; and (ii) property investment in Japan and Hong Kong.

GEM LISTING RULES IMPLICATIONS

Ms. Khoo is an executive director of a wholly-owned subsidiary of the Group, and is a connected person of the Company at the subsidiary level. Accordingly, the Connected Grant constitutes a connected transaction under the GEM Listing Rules and is subject to reporting, announcement, independent financial advice and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

EGM

A notice convening the EGM to be convened at Artyzen Club at 401A, 4/F Shun Tak Centre (near China Merchant Tower), 200 Connaught Road Central, Hong Kong at 10:00 a.m. on Thursday, 8 August 2019 or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be convened for the same day and place, whichever is later, is set out on pages 33 to 35 of this circular. At the EGM, ordinary resolutions will be proposed for the Independent Shareholders to consider and, if thought fit, to approve the Selected Employees Specific Mandate, Connected Grant and Connected Grant Specific Mandate.

Pursuant to Rule 17.47(4) of the GEM Listing Rules and Article 66(1) of the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

LETTER FROM THE BOARD

A form of proxy for use by Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, 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 the holding of the EGM 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 EGM or any adjournment thereof (as the case may be) should you so desire and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

CLOSURE OF THE REGISTER OF MEMBERS

For the attendance of the EGM to be held on Thursday, 8 August 2019, the register of members of the Company will be closed from Friday, 2 August 2019 to Thursday, 8 August 2019, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 1 August 2019.

RECOMMENDATION

The Independent Board Committee, having taken into account the advice of CISIC, is of the opinion that the Connected Grant and the Connected Grant Specific Mandate have been entered into in the ordinary and usual course of the business of the Group and are based on normal commercial terms, and the Connected Grant and Connected Grant Specific Mandate are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the ordinary resolution to approve the Connected Grant and the Connected Grant Specific Mandate at the EGM.

GENERAL

Your attention is drawn to (i) the letter from the Independent Board Committee, (ii) the letter from CISIC and (iii) the additional information set out in the appendix to this circular and the EGM Notice.

By order of the Board
Altus Holdings Limited
Arnold Ip Tin Chee
Chairman and Executive Director

ALTUS
ALTUS HOLDINGS LIMITED
浩德控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8149)

22 July 2019

Dear Independent Shareholders,

CONNECTED TRANSACTION
GRANT OF SHARE AWARDS

We refer to the circular of the Company dated 22 July 2019 (the “**Circular**”) of which this letter forms a part. Terms defined in the Circular bear the same meanings herein unless the context otherwise requires.

We have been appointed as members of the Independent Board Committee to advise you in respect of the fairness and reasonableness of the Connected Grant and Connected Grant Specific Mandate. CISIC has been appointed as the independent financial adviser to advise us and the Independent Shareholders in this regard.

Having taken into account the advice of CISIC, including the reasons to and benefits of the Connected Grant and Connected Grant Specific Mandate, we are of the opinion that the Deed has been entered into in the ordinary and usual course of the business of the Group as an additional means to structure remuneration package for staff retention and as an incentive bonus for such employee, and are based on normal commercial terms, and the terms of the Connected Grant and Connected Grant Specific Mandate are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, we would advise the Independent Shareholders to vote in favour of the ordinary resolution to approve the Connected Grant and Connected Grant Specific Mandate at the EGM.

We also draw the attention of the Independent Shareholders to (i) the letter from the Board, (ii) the letter from CISIC, and (iii) the appendix to the Circular.

Yours faithfully,
For and on behalf of the
Independent Board Committee

Chan Sun Kwong
*Independent non-executive
Director*

Chao Tien Yo
*Independent non-executive
Director*

Lee Shu Yin
*Independent non-executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Set out below is the text of a letter of advice from China Investment Securities International Capital Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders for the purpose of inclusion in this circular.



China Investment Securities International Limited
Unit Nos. 7701A & 05B-08, Level 77
International Commerce Centre
1 Austin Road West, Kowloon
Hong Kong

22 July 2019

To the Independent Board Committee and the Independent Shareholders

Dear Sirs,

CONNECTED TRANSACTION GRANT OF SHARE AWARDS

INTRODUCTION

We refer to our appointment as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Connected Grant and the Connected Grant Specific Mandate, details of which are set out in the letter from the Board (“**Letter from the Board**”) contained in the circular issued by the Company to the Shareholders dated 22 July 2019 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

As set out in the Letter from the Board, on 3 July 2019, the Board has resolved to award conditionally an aggregate of 1,940,000 Awarded Shares to nine Grantees for the purposes of recognising and rewarding their contributions, as well as retaining and motivating them for the continual operation and development of the Group.

One of the Grantees, Ms. Khoo Wing Pui Charlotte (“**Ms. Khoo**”), is an executive director of a wholly-owned subsidiary of the Group and is therefore a connected person of the Company at the subsidiary level. Accordingly, the grant of Share Awards to Ms. Khoo, being the Connected Grant, constitutes a non-exempt connected transaction of the Company under Chapter 20 of the GEM Listing Rules and is subject to reporting, announcement and Independent Shareholders’ approval requirements.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising Mr. Chao Tien Yo, Mr. Chan Sun Kwong and Mr. Lee Shu Yin, all being the independent non-executive Directors, has been established to advise the Independent Shareholders in relation to the Connected Grant and the Connected Grant Specific Mandate. We have been appointed as the independent financial adviser by the Company to advise the Independent Board Committee and the Independent Shareholders in this regard.

We are not associated or connected with the Company, Ms. Khoo or their respective core connected persons or close associates and accordingly, are considered eligible to give independent advice on the Connected Grant and the Connected Grant Specific Mandate. Apart from normal professional fees payable to us in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Company, Ms. Khoo or their respective core connected persons or close associates.

BASIS OF OUR OPINION

In formulating our opinion, we have relied upon the information, facts and representations contained in the Circular and those supplied or made available to us by the Company, the Directors and representatives of the Company for which they are solely and wholly responsible, and to their information and knowledge, being true, accurate and complete in all respects at the time they were given or made and continue to be true, accurate and valid as at the Latest Practicable Date and can be relied upon. We have assumed that all statements and information supplied, and the opinions and representations made or provided to us by the Company, the Directors and representatives of the Company and those contained in the Circular have been reasonably made after due and careful enquiry.

We consider that we have reviewed all available information and documents which are made available to us to enable us to reach an informed view and to justify our reliance on the information provided so as to provide a reasonable basis for our opinion. We have no reason to doubt the truth, accuracy and completeness of the statements, information, opinions and representations provided to us by the Company, the Directors and representatives of the Company, or to believe that any material facts have been omitted or withheld. We have, however, not conducted any independent investigation into the business and/or affairs of the Company, Ms. Khoo or their respective core connected persons or close associates, nor have we carried out any independent verification of the information supplied to us. We have assumed that all representations contained or referred to in the Circular were true at the time they were made and continue to be true until the Latest Practicable Date. In the event we become aware of any material change to the information, facts or representations supplied or made available to us by the Company which leads to any change in our opinion after the despatch of the Circular up to the date of the EGM, we will inform the Independent Board Committee and the Independent Shareholders accordingly as soon as possible.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As stated in the Circular, the Directors collectively and individually accept full responsibility for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in the Circular misleading.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation, we have considered the principal factors and reasons set out below:

1. Background information of the Group

The Group is principally engaged in (i) the provision of corporate finance services in Hong Kong, primarily offering sponsorship, financial advisory and compliance advisory services to its clients; and (ii) property investment in Japan and Hong Kong.

We set out below a summary of the key financial information of the Group for the two years ended 31 March 2019 as extracted from the Company's annual report for the year ended 31 March 2019 ("**2019 Annual Report**"). We also set out the financial results of the corporate finance services segment as such segment is operated through Altus Capital Limited, ("**Altus Capital**"), a wholly-owned subsidiary of the Company where Ms. Khoo serves as an executive director and certain Selected Employees serve as staff members.

	For the year ended 31 March	
	2018	2019
	HK\$'000	HK\$'000
	(Audited)	(Audited)
Revenue	70,961	77,655
Profit for the year	26,865	30,689
Corporate finance services segment		
Segment revenue	36,476	40,885
Segment profit	24,210	21,800

The Group's revenue increased by approximately 9.4% from approximately HK\$71.0 million for the financial year 2018 to approximately HK\$77.7 million for the financial year 2019, which was driven by higher revenue for both business segments where (i) revenue derived from the corporate finance services segment increased by 12.1% from approximately HK\$36.5 million in financial year 2018 to approximately HK\$40.9 million in financial year 2019; and (ii) revenue derived from the property investment segment increased by 6.6% from approximately HK\$34.5 million in financial year 2018 to approximately HK\$36.8 million in financial year 2019.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As noted from the 2019 Annual Report, the increase in the revenue of the Group's corporate finance services segment for the financial year 2019 was mainly attributable to the increase in the revenue of sponsorship services from approximately HK\$25.0 million in financial year 2018 to approximately HK\$30.1 million in financial year 2019 because (i) there were more active engagements during financial year 2019, being 13, as compared with 11 for the previous financial year; and (ii) more billing milestones for these engagements were achieved as they were at the earlier heavy-lifting stages of the listing exercise. Meanwhile, the profit of the corporate finance services segment decreased from approximately HK\$24.2 million for the financial year 2018 to approximately HK\$21.8 million for the financial year 2019.

2. Background information of the Grantees

According to the 2019 Annual Report, Ms. Khoo is a member of the senior management of the Group. She joined the Group in September 2011 and currently serves as executive director of Altus Capital. Alongside her duties as Altus Capital's principal for sponsorships and responsible officer for Type 6 (advising on corporate finance) regulated activities, which involve supervising and leading the execution of corporate finance projects, clients' relationship management and project origination, Ms. Khoo also works with the Group's executive management on talent cultivation and continuous enhancement of its practices and processes. Ms. Khoo is a certified public accountant of the Hong Kong Institute of Certified Public Accountants. She is licensed to carry out Type 6 (advising on corporate finance) regulated activities as a responsible officer as well as Type 1 (dealing in securities) and Type 9 (asset management) regulated activities as a licensed representative under the SFO.

As advised by the Directors, the Selected Employees serve different job functions within the Group, including administrative functions, finance & accounting and provision of corporate finance services, and other than one of the Selected Employees, they have been working for the Group for periods of more than two years.

3. Reasons for and benefits of the Connected Grant

As mentioned in the paragraph headed "1. Background information of the Group" above, the Group recorded growth in its corporate finance services and property investment business. According to the Letter from the Board, the Selected Employees and Ms. Khoo have been identified to have contributed to such growth over the years and to recognise and reward their contributions, as well as to retain and motivate them for the continual operation and development of the Group, the Directors have decided to grant them the Share Awards. In respect of Ms. Khoo, recognition is given to her experience and qualifications and her contributions to the Group's growth and results over the years via supervising and leading the execution of corporate finance projects, training junior staff, clients' relationship management and project origination.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As detailed in the paragraph headed “2. Background information of the Grantees” above, Ms. Khoo is not only a member of the senior management of the Group but also experienced in corporate finance as an executive director of Altus Capital. As further advised by the Directors, Ms. Khoo is one of the longest serving corporate finance staff of the Group and she holds the highest title among the Grantees within Altus Capital. The Directors also consider that the past performance and commitment of Ms. Khoo have helped drive the Group’s improving performance in corporate finance services segment during the past years. In view of the above, we are given to understand that the Group offered the Connected Grant to Ms. Khoo having regarded her qualifications, seniority, experience in corporate finance and unique contribution to the Group, and therefore to reward, retain and motivate Ms. Khoo, who is one of the important talents for the Group (especially for the corporate finance services segment), which is in line with the Group’s strategy in strengthening the corporate finance team for upcoming market opportunities as mentioned in the 2019 Annual Report.

We noted the Company had previously granted share awards to Ms. Khoo and one of the Selected Employees (“**Selected Employee X**”) for similar purpose in 2018, details of which are set out in the 2018 Share Awards Circular. As mentioned in the Letter from the Board, the Board is of the view that the current grant to Ms. Khoo and Selected Employee X can be viewed as a continued process by the Company to reward them via Shares for their contribution to the past performance of and commitment to the Group. As mentioned in the paragraph headed “1. Background information of the Group” above, the revenue of the corporate finance services segment increased from approximately HK\$36.5 million for the year ended 31 March 2018 to approximately HK\$40.9 million for the year ended 31 March 2019, while the profit of such segment decreased for the corresponding periods. As advised by the Directors, the decrease in the profit of the corporate finance services segment was mainly due to (i) the increase in the Group’s headcount for corporate finance services during financial year 2019 in light of possible business expansion; and (ii) the provision made for corporate finance services projects with long-overdue receivables, which according to the 2019 Annual Report was due to expected credit losses from sponsorship services income as evaluated by the management of the Group for certain engagements that had lapsed during financial year 2019. As mentioned in the Letter from the Board, the provision made is one-off while the expanded headcount would facilitate the Group’s intended business and profit expansion over the medium to long term. We understand from the Company that the aforementioned one-off provision was not directly relevant to the execution work of the Group’s corporate finance services and therefore, we believe such provision should not affect the Connected Grant made to Ms. Khoo to reward her contribution to the Group in terms of leading the execution work. Further, having considered the increase in the segment revenue, and the fact that the number of active corporate finance engagements increased from 11 to 13 during the corresponding periods, we believe such growth of business volume in the corporate finance services segment and the Company’s intention to increase headcounts for potential business expansion justify the Board’s decision to incentivise key staff by making the Connected Grant to Ms. Khoo, who is a senior management of the Group and a responsible officer and sponsor principal of Altus Capital, along with the grant of the Share Awards to some of the Selected Employees who also engage in the provision of corporate finance services.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Moreover, we had conducted searches on companies listed in Hong Kong and noted there are also a number of Comparable Share Grants (as defined in the paragraph headed “4. Principal terms of the Deed for the Connected Grant” below) which recently granted share awards to their key employees as part of their remuneration package to facilitate staff retention and yield their long-term commitment to the job. As such, we consider the Connected Grant does not deviate from common market practice of determining key staff remuneration package.

As advised by the Directors, the Board had also considered alternative means of remuneration to be offered to Ms. Khoo, such as cash bonus and grant of share option. The Board believes offering the Connected Grant to Ms. Khoo as part of her remuneration package in addition to salary and cash bonus can constitute a more comprehensive reward scheme, particularly in terms of the retention effect given the vesting period of the Connected Grant, as well as the immediate sense of ownership in the Group’s business upon vesting. Also, granting Share Awards to Ms Khoo (and other Selected Employees) minimises the cash outflow impact on the Group as compared to cash bonus. Furthermore, in comparison with alternatives such as granting of share options to such employees, where the grantees have to pay exercise money for the exercise share options and face the price fluctuation of the underlying shares driven by external market forces during the exercise period, the Directors consider that the Share Awards will be better received by the Grantees, including Ms. Khoo.

Taking into account the above, we concur with the Board that the Connected Grant and Connected Grant Specific Mandate are in the ordinary and usual course of the business of the Group as an additional means to structure remuneration package for staff retention and as an incentive bonus for such employee, and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

4. Principal terms of the Deed for the Connected Grant

The key terms of the Deed for the Connected Grant are set out under the section headed “Share Awards” of the Letter from the Board.

Comparison with market comparables

In order to assess the fairness and reasonableness of such key terms, we have identified 11 transactions announced on the website of the Stock Exchange from 1 April 2019 to 5 July 2019 (“**Selected Period**”), which we believe are comparable to the grant of Share Awards by the Company (“**Comparable Share Grants**”). These Comparable Share Grants were selected based on the following criteria: (i) the transactions involved grant of share (including restricted share unit) awards by the listed companies to their employees; (ii) the grant of share awards involved issuance of new shares by the listed companies; (iii) the employees subject to such share awards included connected persons of the listed companies (as defined under the Main Board Listing Rules or the GEM Listing Rules, as the case may be); and (iv) if required, such share awards have been approved by the shareholders of the listed companies. We consider that the length of the Selected Period covers sufficient number of comparable companies for the purpose of

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

assessing the key terms of recent share grants of listed companies in Hong Kong and we believe the list of Comparable Share Grants fulfilling all of the above criteria during the Selected Period is exhaustive. It should be noted that the size, business, operations and financial performance of the companies offering the Comparable Share Grants may differ from those of the Company and we have not conducted any in-depth investigation into the businesses and operations of these comparable companies. Nevertheless, we consider that the Comparable Share Grants represent the latest market practice of granting share awards and hence provide a general reference to the Independent Shareholders as well as a fair and reasonable comparison to the Connected Grant. The following table sets forth the key terms of the Comparable Share Grants.

Company (stock code)	Date of announcement	Grantee(s)	Approximate percentage of total number of award shares to total number of shares in issue on the date of announcement	Timing of vesting	Vesting period
Concord New Energy Group Limited (0182.HK)	2 April 2019	Not less than 30 grantees (including 12 connected persons)	1.33%	25% on 15 February 2020; 25% on 15 February 2021; 25% on 15 February 2022; 25% on 15 February 2023 (or in the event that the above vesting date is not a business day, the first business day thereafter)	1 to 4 years
First Pacific Company Limited (0142.HK)	8 April 2019	14 grantees (including 5 connected persons)	0.35%	No available information	No available information
KWG Group Holdings Limited (1813.HK)	8 April 2019	27 grantees (including 9 connected persons)	0.06%	One-third on 8 April 2020; one-third on 8 April 2021; one-third on 8 April 2022	1 to 3 years
NetDragon Websoft Holdings Limited (0777.HK)	23 April 2019	1 grantee who is a connected person	0.02%	30 April 2019	7 days
Hengdeli Holdings Limited (3389.HK)	24 April 2019	7 grantees (including 3 connected persons)	0.64%	26 April 2019	2 days

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Company (stock code)	Date of announcement	Grantee(s)	Approximate percentage of total number of award shares to total number of shares in issue on the date of announcement	Timing of vesting	Vesting period
AGTech Holdings Limited (8279.HK)	17 May 2019	103 grantees (including 7 connected persons)	0.49%	19.4% on 1 April 2020; 26.4% from 23 August 2020 to 2 April 2021; 4.2% on 1 April 2021; 20.8% from 23 August 2021 to 2 April 2022; 4.2% on 1 April 2022; 20.8% from 23 August 2022 to 2 April 2023; 4.2% on 1 April 2023	1 to 4 years
Tang Palace (China) Holdings Limited (1181.HK)	24 May 2019	1 grantee who is a connected person	0.29%	Immediately	N/A
Alibaba Pictures Group Limited (1060.HK)	31 May 2019	379 grantees (including 2 connected persons)	0.53%	At the board of directors' discretion according to the relevant share award scheme	At the board of directors' discretion according to the relevant share award scheme
Alibaba Health Information Technology Limited (0241.HK)	14 June 2019	292 grantees (including 4 connected persons)	0.25%	The restricted share units granted typically shall vest within 4 years from the date of grant	up to 4 years
Da Ming International Holdings Limited (1090.HK)	14 June 2019	245 grantees (including more than 4 connected persons)	0.35%	21 June 2019	7 days
Samsonite International S.A. (1910.HK)	17 June 2019	Up to approximately 186 grantees (including 12 connected persons)	From 0.28% (assuming no performance restricted share units will be vested) up to 0.49% (assuming maximum number of performance restricted share units will be granted), depending on the actual performance restricted share units to be vested	Time-based restricted share units: One-third on 17 June 2020; one-third on 17 June 2021; one-third on 17 June 2022 Performance restricted share units: 17 June 2022, subject to achievement of performance conditions	1 to 3 years

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As illustrated in the table above, the sizes of the share awards granted of the Comparable Share Grants represented approximately 0.02% to approximately 1.33% of their respective total number of issued shares as at the date of the announcements. Meanwhile, the Awarded Shares, including those under the Connected Grant, in aggregate represent approximately 0.2425% of the total number of issued shares of the Company as at the 3 July 2019 (i.e. the date of the Company's announcement in relation to the Share Awards, "**Announcement Date**"), which falls within the aforementioned range of the Comparable Share Grants. In respect of the vesting periods of the Comparable Share Grants, we note that it varied from immediate vesting up to four years after the date of grant. As the Vesting Date under the Connected Grant is 31 December 2020, the vesting period of the Connected Grant is approximately 1.5 years after the date of such grant, which falls within the aforementioned range of the Comparable Share Grants. As such, we consider (i) the size of the Share Awards, which include the Connected Grant; and (ii) the vesting period under the Connected Grant are in line with common market practices.

Comparison with grants to Selected Employees

As advised by the Directors, the value of Shares awarded to Ms. Khoo under the Connected Grant as a percentage of her remuneration is similar to the average percentage of the other Grantees with comparable job function, being providing corporate finance services to the Group's external clients. In addition, the Vesting Date for Selected Employee X will take place on 31 December 2020, which is the same as Ms. Khoo's, while the remaining seven Deeds have two Vesting Dates of 31 December 2019 and 2020. As advised by the Directors, Ms. Khoo and Selected Employee X had previously been granted share awards in 2018 (details of which are set out in the 2018 Share Awards Circular), where the Vesting Dates are 31 December 2019, 31 December 2020 and 31 December 2021. As set out in the Letter from the Board, the current grant to Ms. Khoo and Selected Employee X can be viewed as a continued process by the Company to reward them via Shares for their contribution to the past performance of and commitment to the Group. As for the remaining seven Selected Employees who are being granted the Share Awards for the first time, the Vesting Dates have been set on 31 December 2019 and 2020 with the objectives of retaining their services and motivating them for the continual operation and development of the Group. Having considered the above, we concur with the Directors that the value and vesting period of the Awarded Shares to Ms. Khoo under the Connected Grant are fair and reasonable as compared to those awarded to the Selected Employees.

According to the Letter from the Board, save for the size of Shares awarded and the vesting period discussed above, the other terms of each of the Deeds entered into with each of the Grantees are similar. In this connection, we consider the other terms of Connected Grant are no more favourable to those under the Grant to Selected Employees who are Independent Third Parties.

Comparison of total remuneration package to the market

To further assess the value of Shares awarded to Ms. Khoo, we conducted searches online and obtain relevant market salary indications from the following publicly available sources: (i) the Hong Kong Salary Benchmark 2019 (<https://www.michaelpage.com.hk/salary-guide>) published by Michael Page Hong Kong, a professional recruitment

consultancy in Hong Kong; (ii) the 2019 Financial Services Front Office Salary Guide (<https://www.morganmckinley.com.hk/article/2019-financial-services-front-office-salary-guide>) and 2019 Investment Banking Bonus Survey (<https://www.morganmckinley.com.hk/article/2019-investment-banking-bonus-survey>) published by Morgan McKinley Recruitment, a professional recruitment consultancy in Hong Kong; and (iii) an article on investment banking salary trend (<https://news.efinancialcareers.com/hk-en/3000947/md-pay-investment-banks>) published in May 2019 on eFinancialCareers.com, a recruitment service website run by DHI Group, Inc., a publicly-traded company listed on the New York Stock Exchange. According to the above information gathered, it is noted that the prevailing market remuneration level for personnel holding positions similar to Ms. Khoo's in Hong Kong may range between approximately HK\$2.1 million and approximately HK\$5.5 million. As advised by the Directors, the total remuneration package of Ms. Khoo for the year ended 31 March 2019 is within the band from HK\$1.5 million to HK\$2.5 million, while the value of the Shares awarded under the Connected Grant as at the Announcement Date is approximately HK\$0.2 million (calculated by multiplying the closing price of the Share on the Announcement Date of HK\$0.295 by 750,000 Shares awarded to her under the Connected Grant). For illustration purpose, the total annual remuneration package of Ms. Khoo after taking into account the Shares awarded under the Connected Grant will be within the band from approximately HK\$1.7 million to approximately HK\$2.7 million, which is comparable to the aforementioned market range. Therefore, we consider the value of the total remuneration package of Ms. Khoo, after taking into account the Shares granted under the Connected Grant, is not more favourable to Ms. Khoo as compared to prevailing market remuneration level.

Having considered the above, we are of the view that the terms of the Deed for the Connected Grant are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

5. Effect of the issue of the Awarded Shares

Financial effect

Save for the administrative and professional expenses relating to the allotment and issue of the Awarded Shares, the grant of Share Awards, including the Connected Grant, shall not have any impact on the Group's cash position and net current assets.

Based on the closing price of the Share on the Announcement Date of HK\$0.295, the market value of the Awarded Shares is approximately HK\$0.6 million. According to the accounting policy of the Company, the fair value of the Awarded Shares as of the allotment date will be allocated and charged as expense of the Group throughout the vesting period. As the Awarded Shares will be issued and allotted to the Grantees immediately on the Vesting Dates, the full amount of the relevant staff expense in connection with the Share Awards is expected to be recognised during the two financial years ending 31 March 2021.

Notwithstanding that the Share Awards is recognised as part of the Group's staff cost and would decrease the Group's earnings in the future, the Directors expect that the Share Awards would retain and motivate the Grantees to make continuous contributions to the Group, which shall help improve the business and financial performance of the Group.

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Shareholding effect

The total number of Awarded Shares, including those under the Connected Grant, which may be issued and allotted to the Grantees by the Company pursuant to the Share Awards under the Specific Mandate shall not in aggregate exceed 1,940,000 new Shares throughout the entire Duration, representing 0.2425% of the issued share capital of the Company as at the Latest Practicable Date. For details, please refer to the paragraph headed “Maximum Number of Awarded Shares to be Issued and Listing Application” in the Letter from the Board.

According to the Letter from the Board, immediately after the allotment and issue of the Awarded Shares (and Shares from 2018 Share Awards), including those under the Connected Grant, the shareholding of the existing public Shareholders will be increased from approximately 25.74% as at the Latest Practicable Date to 26.00%. Having considered (i) such incremental effect on the shareholding of the public Shareholders; and (ii) the reasons for and benefits of the Share Awards as elaborated above, we consider such effect on the shareholding of the existing public Shareholders to be acceptable.

RECOMMENDATION

Having considered the principal factors and reasons as set out above, we consider that the Connected Grant is (i) in the ordinary and usual course of business of the Company; (ii) is on normal commercial terms, and (iii) is fair and reasonable so far as the Company and the Independent Shareholders are concerned, and the Connected Grant and the Connected Grant Specific Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, we would recommend the Independent Shareholders, and advise the Independent Board Committee to recommend the Independent Shareholders, to vote in favour of the resolutions to approve the Connected Grant and the Connected Grant Specific Mandate at the EGM.

Yours faithfully,
For and on behalf of
**China Investment Securities
International Capital Limited**

Chan Ying Wai Freddy
*Co-head of Investment
Banking Department*

Mr. Chan Ying Wai Freddy is a licensed person registered with the Securities and Future Commission of Hong Kong and a responsible officer of China Investment Securities International Brokerage Limited and China Investment Securities International Capital Limited to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO. Mr. Chan has worked in corporate finance industry for over nine years and has acted as financial adviser or independent financial adviser in various corporate finance advisory transactions.

1 RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2 DISCLOSURE OF INTERESTS

(a) Interests of Directors

As at the Latest Practicable Date, the interests and short positions in the Shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO), if any, held by the Directors and chief executive of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO), or have been entered into the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules as follows:

Interest or short position in the Shares:

Name of Director	Capacity and nature of interest	Notes	Number of Shares interested (Note 3)	Approximate percentage of the total issued share capital of the Company %
Mr. Arnold Ip Tin Chee ("Mr. Ip")	Beneficiary of a trust, beneficial owner and interest of a spouse	1	572,552,000 (L) 12,852,000 (S)	71.6 1.6
Mr. Chang Sean Pey ("Mr. Chang")	Beneficial owner	2	22,400,000 (L)	2.8
Ms. Leung Churk Yin Jeanny ("Ms. Leung")	Beneficial owner	2	9,400,000 (L)	1.2

Notes:

1. Kinley-Hecico Holdings Limited (“**KHHL**”) is deemed to be interested in 570,052,000 shares of the Company in long position and 12,852,000 shares of the Company in short position through its wholly-owned subsidiary Flying Castle Limited. KHHL is owned as to 20.0% by Ms. Chan Kit Lai, Cecilia (“**Ms. Chan**”) and as to 80.0% by Landmark Trust Switzerland SA (the “**Trustee**”) on behalf of The Hecico 1985 Trust, of which Ms. Chan is the founder and Mr. Ip and Ms. Lam Ip Tin Wai Chyvette (“**Ms. Ip**”) are beneficiaries. By virtue of the SFO, the Trustee, Ms. Chan, Mr. Ip and Ms. Ip are deemed to be interested in all the shares of the Company held by KHHL. Mr. Ip has beneficial interest in 1,250,000 shares of the Company and has interest of spouse in 1,250,000 shares of the Company by virtue of SFO.
2. Pursuant to the Option Deeds (as defined in the prospectus of the Company dated 30 September 2016) entered into between KHHL and each of Mr. Chang and Ms. Leung, KHHL granted call options to Mr. Chang and Ms. Leung, entitling them to purchase from KHHL up to 24,900,000 and 12,900,000 Option Shares (as defined in the prospectus of the Company dated 30 September 2016), representing approximately 3.1% and 1.6% of the issued share capital of the Company (without taking into account any shares which may be issued pursuant to the exercise of any options which may be granted under the share option scheme), at the exercise price of HK\$0.00004 per Option Share (subject to adjustment). During the year ended 31 March 2019, Mr. Chang and Ms. Leung exercised 16,434,000 and 8,514,000 Option Shares respectively. Subsequently, Mr. Chang and Ms. Leung sold 2,500,000 and 3,500,000 Option Shares respectively. As at the Latest Practicable Date, the remaining 8,466,000 and 4,386,000 granted Option Shares to Mr. Chang and Ms. Leung respectively were unvested. According to the Option Deeds, such Option Shares will be vested 36 months after the date of listing of the Company.
3. The letters “L” and “S” denote a long position and a short position in the Shares respectively.

Interests in associated corporations of the Company:

Name	Name of associated corporation	Capacity and nature of interest	Interests in shares (Note 1)	Approximate percentage shareholding (%)
Mr. Ip	KHHL (Note 2)	Beneficiary of a trust	204 (L)	80.0
	I Corporation (Note 3)	Interest of spouse	14 (L)	20.0
Ms. Leung	Residence Motoki Investment Limited (“ Residence ”)	Beneficial owner	20 (L)	0.3
Mr. Chang	Residence	Beneficial owner	10 (L)	0.2

Notes:

1. The letter “L” denotes a long position in the shares of these associated corporations of the Company.
2. KHHL is deemed to be interested in the Company through its wholly-owned subsidiary Flying Castle Limited. KHHL is a company which is owned as to 20% by Ms. Chan and as to 80% by the Trustee on behalf of The Hecico 1985 Trust, of which Mr. Ip is one of the beneficiaries. By virtue of the SFO, Mr. Ip is deemed to be interested in the shares of KHHL held by the Trustee.
3. Pursuant to the SFO, Mr. Ip, the spouse of Ms. Ho, is deemed to be interested in the shares of I Corporation held by Ms. Ho.

Save as disclosed above, none of the Directors or the chief executive of the Company and/or their respective associates had, as at the Latest Practicable Date, any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the GEM Listing Rules.

(b) Interest of substantial shareholders

As at the Latest Practicable Date, substantial shareholders (not being the Directors or chief executives of the Company) had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

Interests or short position in the Shares:

Name of Shareholder	Capacity and nature of interest	Number of Shares interested (Note 1)	Approximate percentage of the total issued share capital of the Company (%)
Flying Castle Limited (Note 2)	Beneficial owner	570,052,000 (L) 12,852,000 (S) (Note 3)	71.3 1.6
KHHL (Note 2)	Interest in a controlled corporation	570,052,000 (L) 12,852,000 (S) (Note 3)	71.3 1.6
The Trustee	Trustee	570,052,000 (L) 12,852,000 (S) (Note 3)	71.3 1.6
Ms. Chan (Note 2)	Founder of a discretionary trust	570,052,000 (L) 12,852,000 (S) (Note 3)	71.3 1.6
	Beneficial owner	1,250,000 (L)	0.2

Name of Shareholder	Capacity and nature of interest	Number of Shares interested (Note 1)	Approximate percentage of the total issued share capital of the Company (%)
Mr. Ip (Note 2)	Beneficiary of a trust	570,052,000 (L)	71.3
		12,852,000 (S)	1.6
	(Note 3)		
	Beneficial owner	1,250,000 (L)	0.2
Ms. Ip (Note 2)	Interest of spouse	1,250,000 (L)	0.2
	Beneficiary of a trust	570,052,000 (L)	71.3
		12,852,000 (S)	1.6
	(Note 3)		
	Beneficial owner	1,250,000 (L)	0.2
Ms. Ho (Note 4)	Interest of spouse	571,302,000 (L)	71.4
		12,852,000 (S)	1.6
	(Note 3)		
	Beneficial owner	1,250,000 (L)	0.2
Yuanta Asia Investment Limited	Beneficial owner	44,250,000 (L)	5.5

Notes:

- The letters “L” and “S” denote a long position and a short position in the Shares respectively.
- KHHL is deemed to be interested in the Company through its wholly-owned subsidiary Flying Castle Limited. KHHL is owned as to 20.0% by Ms. Chan and as to 80.0% by The Trustee on behalf of The Hecico 1985 Trust, of which Ms. Chan is the founder and Mr. Ip and Ms. Ip are beneficiaries. By virtue of the SFO, the Trustee, Ms. Chan, Mr. Ip and Ms. Ip are deemed to be interested in all the Shares held by KHHL. By virtue of SFO, Mr. Ip, the spouse of Ms. Ho, is deemed to be interested in 1,250,000 shares of the Company held by Ms. Ho.
- Pursuant to the Option Deeds entered into between KHHL and each of Mr. Chang and Ms. Leung, KHHL granted call options to Mr. Chang and Ms. Leung, entitling them to purchase from KHHL up to 24,900,000 and 12,900,000 Option Shares, representing approximately 3.1% and 1.6% of the issued share capital of the Company (without taking into account any shares which may be issued pursuant to the exercise of any options which may be granted under the share option scheme), at the exercise price of HK\$0.00004 per Option Share (subject to adjustment). During the year ended 31 March 2019, Mr. Chang and Ms. Leung exercised 16,434,000 and 8,514,000 Option Shares respectively. Subsequently, Mr. Chang and Ms. Leung sold 2,500,000 and 3,500,000 Option Shares respectively. As at Latest Practicable Date, the remaining 8,466,000 and 4,386,000 granted Option Shares to Mr. Chang and Ms. Leung respectively were unvested. According to the Option Deeds, such Option Shares will be vested 36 months after the date of listing of the Company.
- Pursuant to the SFO, Ms. Ho, the spouse of Mr. Ip, is deemed to be interested in all the Shares in which Mr. Ip is deemed to be interested in.

Interests or short positions in other members of the Group:

Name of shareholder	Name of member of the Group	Capacity and nature of interest	Number of shares (Note)	Percentage of shareholding (%)
Ms. Ho	I Corporation	Beneficial owner	14 (L)	20.0
Mr. Henry Shih	Smart Tact Property Investment Limited	Beneficial owner	922 (L)	10.0
	Residence	Beneficial owner	600 (L)	10.0
	Lynton Gate Limited	Beneficial owner	1 (L)	10.0
Mr. Richard Lo	Residence	Interests in controlled corporations	600 (L)	10.0
	EXE Rise Shimadori Investor Limited	Beneficial owner	10 (L)	10.0

Note: The letter “L” denotes a long position in the shares.

Save as disclosed above, as at the Latest Practicable Date, the Directors and chief executive of the Company and/or their respective associates are not aware that there is any party who have an interest or short position in the shares and underlying shares of the Company which would to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

3 COMPETING BUSINESS INTERESTS OF DIRECTORS

As at the Latest Practicable Date, none of the Directors and their respective associates had any interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

4 QUALIFICATION

The following is the qualification of the expert who has given an opinion or advice on the information contained in this circular:

Name	Qualification
China Investment Securities International Capital Limited	a licensed corporation permitted to engage in Type 6 (advising on corporate finance) regulated activity under the SFO

5 CONSENT

CISIC has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they appear herein.

6 MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Company is not aware of any material adverse change in the financial or trading position of the Group since 31 March 2019, being the date to which the latest published audited financial statements of the Group were made up.

7 LITIGATION

So far as the Company is aware, as at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was pending or threatened against the Company or any of its subsidiaries.

8 MISCELLANEOUS

- (a) None of the Directors has entered into or is proposed to enter into a service contract with any member of the Group which does not expire or which is not determinable by such member of the Group within one year without payment of compensation, other than statutory compensation.
- (b) As at the Latest Practicable Date, save as disclosed in this circular, none of the Directors or CISIC was beneficially interested in the share capital of any member of the Group or had any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group and none had any interest, either directly or indirectly, in any assets which have been, since 31 March 2019, being the date to which the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.
- (c) As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group, which was subsisting and was significant in relation to the business of the Group.
- (d) The company secretary and the qualified accountant of the Company is Ms. Tse Sui Man who is a certified public accountant of the Hong Kong Institute of Certified Public Accountants.

- (e) The registered office of the Company is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (f) The principal place of business of the Company in Hong Kong is at 21 Wing Wo Street, Central, Hong Kong.
- (g) The Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (h) The principal share registrar and transfer office of the Company is Conyers Trust Company (Cayman) Limited.
- (i) The English text of this circular shall prevail over the Chinese text in case of any inconsistency.

9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the offices of the Company at 21 Wing Wo Street, Central, Hong Kong from the date of this circular to 8 August 2019 (both days inclusive):

- (a) the deed of grant to Ms. Khoo;
- (b) the deeds of grant to the Selected Employees;
- (c) the letter from the Independent Board Committee, the text of which is set out on page 14 of this circular;
- (d) the letter from CISIC, the text of which is set out on pages 15 to 25 of this circular; and
- (e) the consent letter from CISIC referred to in the paragraph headed "Consent" in this Appendix.

NOTICE OF EGM

ALTUS

ALTUS HOLDINGS LIMITED

浩德控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8149)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Altus Holdings Limited (the “**Company**”) will be held at Artyzen Club at 401A, 4/F Shun Tak Centre (near China Merchant Tower), 200 Connaught Road Central, Hong Kong at 10:00 a.m. or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be convened for the same day and place, whichever is later, on Thursday, 8 August 2019 to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) The deed of grant (the “**Ms. Khoo Deed**”) dated 3 July 2019 entered into between the Company as the grantor and Ms. Khoo Wing Pui Charlotte as a grantee in respect of the award of a total of 750,000 new shares of HK\$0.01 each of the Company, credited as fully paid, as an incentive bonus (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (a) above;
- (c) conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Awarded Shares (as defined in the Ms. Khoo Deed) to be allotted and issued pursuant to the terms and conditions of the Ms. Khoo Deed, the Directors be and are hereby granted a specific mandate (the “**Connected Grant Specific Mandate**”) to allot and issue not exceeding 750,000 ordinary shares of HK\$0.01 each in the capital of the Company on the terms as set out in the Ms. Khoo Deed, provided that the Connected Grant Specific Mandate shall be in addition to and shall not prejudice nor revoke the general mandate contained in the ordinary resolution 5 of the notice of annual general meeting of the Company dated 28 June 2019 to be held on 8 August 2019 if it is granted to the Directors by the shareholders of the Company at the said annual general meeting of the Company; and
- (d) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (c) above.”

NOTICE OF EGM

2. “THAT:

- (a) conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Awarded Shares (as defined in the deeds of grant (the “**Selected Employees Deeds**”) dated 3 July 2019 entered into between the Company as the grantor and eight selected employees (“**Selected Employees**”) as grantees in respect of the award of a total of 1,190,000 new shares of HK\$0.01 each of the Company, credited as fully paid, as incentive bonus) to be allotted and issued pursuant to the terms and conditions of the Selected Employees Deeds, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Selected Employees Specific Mandate**”) to allot and issue in aggregate not exceeding 1,190,000 ordinary shares of HK\$0.01 each in the capital of the Company on the terms as set out in the Selected Employees Deeds, provided that the Selected Employees Specific Mandate shall be in addition to and shall not prejudice nor revoke the general mandate contained in the ordinary resolution 5 of the notice of annual general meeting of the Company dated 28 June 2019 to be held on 8 August 2019 if it is granted to the Directors by the shareholders of the Company in the said annual general meeting of the Company; and
- (b) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (a) above.”

By order of the Board
Altus Holdings Limited
Tse Sui Man
Company Secretary

Hong Kong, 22 July 2019

NOTICE OF EGM

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the EGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Hong Kong branch registrar and transfer office, 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 the EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The register of members of the Company will be closed from Friday, 2 August 2019 to Thursday, 8 August 2019, both dates inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 1 August 2019.
7. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 7:30 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the GEM website at www.hkgem.com and the Company's website at www.altus.com.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
8. A form of proxy for use by shareholders of the Company at the EGM is enclosed in this circular.

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

Executive Directors:

Mr. Arnold Ip Tin Chee (*Chairman*)

Mr. Chang Sean Pey

Ms. Leung Churk Yin Jeanny

Independent non-executive Directors:

Mr. Chao Tien Yo

Mr. Chan Sun Kwong

Mr. Lee Shu Yin

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarter and principal place of
business in Hong Kong:*

21 Wing Wo Street

Central

Hong Kong