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If you are in any doubt as to any aspect of this circular or as to any action to be taken, you should consult a stockbroker 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 **Nameson Holdings Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



南旋控股有限公司
NAMESON HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1982)

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

A notice convening an annual general meeting of Nameson Holdings Limited to be held at Lion Rock, 6/F, Sha Tin Clubhouse, Sha Tin, New Territories, Hong Kong on Friday, 23 August 2019 at 10:30 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, 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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

25 July 2019

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	5
INTRODUCTION	5
RE-ELECTION OF DIRECTORS	6
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES	6
ANNUAL GENERAL MEETING	7
TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS	7
VOTING PROCEDURE	8
PROXY	8
RECOMMENDATION	8
RESPONSIBILITY STATEMENT	8
MISCELLANEOUS	9
APPENDIX I — INFORMATION ON THE DIRECTORS PROPOSED FOR RE-ELECTION	10
APPENDIX II — EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE	14
NOTICE OF ANNUAL GENERAL MEETING	17

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Lion Rock, 6/F, Sha Tin Clubhouse, Sha Tin, New Territories, Hong Kong on Friday, 23 August 2019 at 10:30 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 17 to 21 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“close associates”	has the meaning ascribed thereto in the Listing Rules
“Company”	Nameson Holdings Limited, a company incorporated in the Cayman Islands and whose Shares are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and for the purposes of this circular, means each of Happy Family BVI, Nameson Investments, Mr. Wong Ting Chung, Mr. Wong Ting Kau and Mr. Wong Ting Chun
“core connected person”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“First Team (HK)”	First Team (HK) Limited (創匯添(香港)有限公司), a limited liability company incorporated in Hong Kong on 6 May 2005 and an indirect wholly-owned subsidiary of our Company
“Group”	the Company and its subsidiaries
“Happy Family BVI”	Happy Family Assets Limited (庭槐資產有限公司), a limited liability company incorporated in the BVI on 23 February 2015 and is wholly-owned by East Asia International Trustees Limited

DEFINITIONS

“Happy Family Trust”	a trust established on 1 June 2015 by Mr. Wong Ting Chung (as the settlor) and East Asia International Trustees Limited, an independent trustee incorporated in the BVI (as the trustee) for the benefit of certain family members of Mr. Wong Ting Chung
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huizhou Liyun”	Huizhou Liyun Knitting Factory Limited (惠州力運織造廠有限公司), a limited liability company established in the PRC on 27 September 2002 and an indirect wholly-owned subsidiary of our Company
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares in the manner as set out in resolution no. 5(1) in the AGM Notice
“Kingmax Industrial”	Kingmax Industrial Limited (嘉明實業有限公司), a limited liability company incorporated in Hong Kong on 13 July 1998 and an indirect wholly-owned subsidiary of our Company
“Latest Practicable Date”	18 July 2019, being the latest practicable date before the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nameson Group”	Nameson Group Limited (南旋集團有限公司), a limited liability company incorporated in the BVI on 10 September 2004 and a direct wholly-owned subsidiary of our Company
“Nameson Industrial”	Nameson Industrial Limited (南旋實業有限公司), a limited liability company incorporated in Hong Kong on 25 May 1990 and an indirect wholly-owned subsidiary of our Company
“Nameson Investments”	Nameson Investments Limited (南旋投資有限公司), a limited liability company incorporated in the BVI on 18 February 2015 and a direct wholly-owned subsidiary of Happy Family BVI, whose entire issued share capital is held by East Asia International Trustees Limited

DEFINITIONS

“PRC” or “China”	the People’s Republic of China, which for the purposes of this circular excludes Hong Kong, Macau Special Administrative Region and Taiwan Region
“Nanguan Tech”	Hebei Nanguan Technology Co., Ltd. (河北南冠科技有限公司), a limited liability company established in the PRC and an indirect non wholly-owned subsidiary of our Company
“Nanxuan Knitting”	Huizhou Nanxuan Knitting Factory Limited (惠州南旋毛織廠有限公司), a limited liability company established in the PRC on 8 December 2000 and an indirect wholly owned subsidiary of our Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in resolution no. 5(2) in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Share Option Scheme”	a share option scheme approved and adopted by the Company on 29 January 2016
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“V. Success”	V. Success Limited, a limited liability company incorporated in the BVI on 20 September 2016 and is an indirect wholly-owned subsidiary of our Company
“V. Success (HK)”	V. Success (HK) Limited (保麗信(香港)有限公司), a limited liability company incorporated in Hong Kong on 21 February 2005 and an indirect wholly-owned subsidiary of our Company
“Winner Way”	Winner Way Industrial Limited (力運實業有限公司), a limited liability company incorporated in Hong Kong on 3 September 1996 and an indirect wholly-owned subsidiary of our Company

DEFINITIONS

“%”

per cent

For ease of reference, the names of companies and entities established in China have been included in this circular in English by way of translation if such Chinese entities do not have an English name as part of their legal name, and if there is any inconsistency between the Chinese names of the Chinese entities mentioned in this circular and their English translations, the Chinese version shall prevail.

LETTER FROM THE BOARD



南旋控股有限公司
NAMESON HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1982)

Executive Directors:

Mr. Wong Ting Chung
(Chairman and Chief Executive Officer)
Mr. Wong Wai Yue *(Vice-Chairman)*
Mr. Wong Wai Wing, Raymond
Mr. Wong Ting Chun
Mr. Li Po Sing

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Non-executive Directors:

Mr. Tam Wai Hung, David
Mr. Wong Ting Kau

*Principal Place of Business
in Hong Kong:*

Units A-C, 21/F, Block 1
Tai Ping Industrial Centre
57 Ting Kok Road
Tai Po
New Territories
Hong Kong

Independent non-executive Directors:

Ms. Fan Chiu Fun, Fanny
Mr. Kan Chung Nin, Tony
Mr. Ong Chor Wei
Mr. Fan Chun Wah, Andrew
Ms. Lee Bik Kee, Betty
Mr. Ip Shu Kwan, Stephen

25 July 2019

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the forthcoming AGM in relation to (i) the re-election of Directors and (ii) the granting of the Issue Mandate and the Repurchase Mandate. An AGM Notice is set out on pages 17 to 21 of this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles, the Directors, Mr. Wong Wai Yue, Mr. Wong Ting Chun, Mr. Tam Wai Hung, David, Mr. Wong Ting Kau and Ms. Fan Chiu Fun, Fanny, will retire from office by rotation, and being eligible, offer themselves for re-election at the AGM. The particulars of these Directors which are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

The nomination committee of the Company has reviewed the structure, size and composition of the Board and is of the view that a diverse Board with appropriate mix of skills and experience is essential for the Group.

Having considered the information set out in Appendix I of this circular, the Board is of the view that all retiring Directors who offer themselves for re-election at the AGM are of sufficient calibre and experience and have devoted sufficient time and efforts to the Company's affairs. Ms. Fan Chiu Fun, Fanny, as an independent non-executive Director, independent in character and will contribute to the diversity of the Board and continue to bring valuable independent judgment. Ms. Fan Chiu Fun, Fanny has also confirmed that she meets the independence criteria as set out in the Listing Rules.

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

By ordinary resolutions of the Shareholders passed on 27 August 2018, the Directors were granted general mandates to issue Shares and to repurchase Shares. Each such mandate will expire at the conclusion of the AGM.

Approval is sought from the Shareholders, pursuant to the Listing Rules, for granting of the Issue Mandate in order to enable the Directors to issue additional Shares should the need arise. In this regard, ordinary resolutions will be proposed at the AGM for the approval of granting of, amongst others, the (i) Issue Mandate to the Directors to allot and issue new Shares up to an amount not exceeding 20% of the number of issued shares of the Company as at the date of passing of the resolution at the AGM (details of which are set out as resolution no. 5(1) in the AGM Notice); and (ii) Repurchase Mandate to the Directors to repurchase Shares up to an amount not exceeding 10% of the number of the issued shares of the Company as at the date of passing the resolution at the AGM (details of which are set out as resolution no. 5(2) in the AGM Notice). In addition, a separate ordinary resolution will also be proposed at the AGM (details of which are set out as resolution no. 5(3) in the AGM Notice) to add to the Issue Mandate those number of issued Shares repurchased by the Company under the Repurchase Mandate (if granted to the Directors at the AGM).

Based on the issued share capital of 2,279,392,000 Shares as at the Latest Practicable Date, on the assumption that there will not be any change to the issued share capital of the Company between the Latest Practicable Date and the AGM, the number of Shares that may fall to be issued under the Issue Mandate will be 455,878,400 Shares, representing 20% of the issued share capital of the Company as at the Latest Practicable Date.

LETTER FROM THE BOARD

The Issue Mandate and Repurchase Mandate, if approved at the AGM, will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or the expiration of the period within which the next annual general meeting of the Company is required to be held by the Article or other applicable laws or until revoked or varied by an ordinary resolution passed in a general meeting of the Company, whichever occurs first.

The Directors have no current plans to issue any new Shares or repurchase Shares pursuant to the relevant mandates, other than such Shares which may fall to be allotted and issued upon the exercise of any share options granted under the Share Option Scheme.

In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase by it of Shares, whether on the Stock Exchange or otherwise, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which were outstanding prior to that purchase of its own securities, without the prior approval of the Stock Exchange.

An explanatory statement containing the information as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The AGM will be held at Lion Rock, 6/F, Sha Tin Clubhouse, Sha Tin, New Territories, Hong Kong on Friday, 23 August 2019 at 10:30 a.m., at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider the re-election of Directors and the grant to the Directors of the Issue Mandate and the Repurchase Mandate. The AGM Notice is set out on pages 17 to 21 of this circular.

Closure of Register of Members for Attending and Voting at the AGM

The register of members of the Company will be closed from Tuesday, 20 August 2019 to Friday, 23 August 2019, both days inclusive. During such period, no transfer of the Company's shares will be registered. In order to be entitled to attend and vote at the AGM of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 19 August 2019.

TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 7:30 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on its website (www.namesonholdings.com) and designated website of the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.

LETTER FROM THE BOARD

VOTING PROCEDURE

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the 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. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be published by the Company on websites of the Company and the Stock Exchange after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

PROXY

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

RECOMMENDATION

The Board believes that the re-election of Directors and the granting of the Issue Mandate and the Repurchase Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all the ordinary resolutions as set out in the AGM Notice.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

Your attention is drawn to additional information as set out in the Appendices to this circular.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
Nameson Holdings Limited
Wong Ting Chung *BBS, JP*
Chairman

The particulars of Mr. Wong Wai Yue, Mr. Wong Ting Chun, Mr. Tam Wai Hung, David, Mr. Wong Ting Kau and Ms. Fan Chiu Fun, Fanny, who will retire from office by rotation, and being eligible, offer themselves for re-election at the AGM, required to be disclosed pursuant to Rule 13.74 of the Listing Rules are as follows:

Mr. Wong Wai Yue (王槐裕), aged 37, has been our Director since 30 August 2015 and was re-designated as executive Director and vice chairman with effect from 27 November 2017. He is primarily responsible for assisting the chairman to oversee and manage the Board and formulate the corporate strategy. Currently, Mr. Wong assumes various directorships in our Group, including Nameson Group, First Team (HK), Nameson Industrial, Kingmax Industrial, Winner Way, V. Success and V. Success (HK). From January 2007 to January 2015, Mr. Wong served as a director of Nameson Group, responsible for investment management. Mr. Wong obtained his bachelor's degree of science in computer science and the master's degree of science in international management from University of Exeter, United Kingdom in July 2005 and June 2006 respectively. Mr. Wong has served as the president of Hong Kong Industrial & Commercial Association-Youth Link since May 2012 and the chief president of Hong Kong Industrial & Commercial Association (Shatin Branch) since August 2018. Mr. Wong is also a committee member of the Chinese People's Political Consultative Conference Longgang District Shenzhen (中國人民政治協商會議深圳市龍崗區委員會) since September 2016. Mr. Wong is the son of Mr. Wong Ting Chung, our executive Director. Mr. Wong is also the nephew of Mr. Wong Wai Wing, Raymond, Mr. Wong Ting Chun and Mr. Wong Ting Kau. Mr. Wong Wai Wing, Raymond and Mr. Wong Ting Chun are our executive Directors, while Mr. Wong Ting Kau is our non-executive Director.

Mr. Wong has renewed his service contract with the Company for a fixed term of three years with effect from 13 April 2019 and he is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles, provided that either party may terminate the service contract by three months' notice. Mr. Wong is entitled to a director's fee of HK\$120,000 per annum under his service contract with the Company subject to authorisation given by Shareholders in general meeting. For the year ended 31 March 2019, Mr. Wong received a total emolument of HK\$1,938,000. His emolument included director's fee, salaries, allowances, benefits in kind and pension scheme contributions. His emolument is determined by the Board having regard to his duties and responsibilities.

Mr. Wong Ting Chun (王庭真), aged 53, has been our Director since 30 August 2015. He is the chief production officer of our Group and is primarily responsible for the production management of our PRC Factory and Vietnam Factory. He joined our Group as the production manager of Nameson Industrial in November 1990 and was responsible for overseeing production and operations management. Currently, Mr. Wong assumes various directorships in our Group, including Nanxuan Knitting, Huizhou Liyun and Nanguan Tech. Mr. Wong has over 30 years of working experience in knitting industry. He worked as a production technician in Hang Cheong Knitting Factory (恒昌織造廠) from August 1982 to October 1990. In April 2009, he received the award of Model Worker of Huicheng District in Huizhou (惠州市惠城區勞動模範) issued by Huizhou City Huicheng District Committee of Chinese Communist Party and Huizhou City Huicheng District People's Government (中共惠州市惠城區委及惠州市惠城區人民政府). In January 2011, he received the award of Outstanding Individual of the

Construction of Staff Library of Chinese Trade Unions (全國工會職工書屋建設先進個人) issued by All-China Federation of Labour (中華全國總工會). Mr. Wong is the brother of Mr. Wong Ting Chung, Mr. Wong Wai Wing, Raymond and Mr. Wong Ting Kau, uncle of Mr. Wong Wai Yue. Mr. Wong Ting Chung, Mr. Wong Wai Yue and Mr. Wong Wai Wing, Raymond are our executive Directors, while Mr. Wong Ting Kau is our non-executive Director.

Mr. Wong has renewed his service contract with the Company for a fixed term of three years with effect from 13 April 2019 and he is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles, provided that either party may terminate the service contract by three months' notice. Mr. Wong is entitled to a director's fee of HK\$120,000 per annum under his service contract with the Company subject to authorisation given by Shareholders in general meeting. For the year ended 31 March 2019, Mr. Wong received a total emolument of HK\$3,596,000. His emolument included director's fee, salaries, allowances, benefits in kind, pension scheme contributions and share options. His emolument is determined by the Board having regard to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Wong has beneficial interest in 1,501,500,000 Shares within the meaning of Part XV of the SFO.

Mr. Tam Wai Hung, David (譚偉雄), aged 69, has been our Director since 30 August 2015. He was a consultant of Nameson Group from June 2012 to March 2018 and was responsible for providing advice on various areas including financing, banking and risk management. Mr. Tam has more than 40 years of experience in commercial banking industry in Hong Kong and China. From January 1968 to March 1999, Mr. Tam worked in The Hongkong and Shanghai Banking Corporation and held various positions including branch manager, district manager, manager in corporate banking and senior executive banking. From March 1999 to January 2012, Mr. Tam worked in Hang Seng Bank Limited and held various positions including assistant general manager, deputy general manager and chief risk officer. Mr. Tam was a director of Yantai Bank (煙台銀行), a city commercial bank in Yantai, Shandong Province, the PRC from December 2012 to June 2017. Mr. Tam has also been an independent non-executive director of Xinyi Glass Holdings Limited (stock code: 868) since December 2012 and Dah Sing Financial Holdings Limited (stock code: 440) since December 2018. Mr. Tam became a fellow member of the Institute of Bankers in the United Kingdom and the Hong Kong Institute of Bankers in October 1986 and July 1995 respectively. Mr. Tam received his associateship from the Institute of Bankers in the United Kingdom and completed the Financial Studies Diploma of the Chartered Institute of Bankers in the United Kingdom in December 1974 and August 1987 respectively. Mr. Tam received his master's degree in business administration from the University of Toronto, Canada in June 1991.

Mr. Tam has renewed his service contract with the Company for a fixed term of three years with effect from 13 April 2019 and he is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles, provided that either party may terminate the service contract by three months' notice. Mr. Tam is entitled to a director's fee of HK\$300,000 per annum under his service contract with the Company subject to authorisation given by Shareholders in general meeting. For the year ended 31 March 2019, Mr. Tam

received a total emolument of HK\$515,000. His emolument included director's fee and share options. His emolument is determined by the Board having regard to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Tam has beneficial interest in 2,500,000 Shares within the meaning of Part XV of the SFO.

Mr. Wong Ting Kau (王庭交), aged 57, has been our Director since 30 August 2015. He is one of the founders of our Group. Mr. Wong currently is the chief executive officer of V. Success (HK). Mr. Wong joined our Group as an executive director of Nameson Group in November 1990 and was promoted to the executive vice president in May 2002. He was further promoted to the managing director of Nameson Group in August 2006 and ceased to be the director in March 2013. Currently, Mr. Wong is the honorary chairman of Hong Kong Knitwear Innovation and Design Society (香港毛織創新及設計協會), the vice chairman of Hong Kong Footwear Association Limited (香港鞋業商會有限公司), the vice president of The Federation of Hong Kong Footwear Limited (香港鞋業(1970)總會) and the governor of Happy Hong Kong Charity Foundation. Mr. Wong is the brother of Mr. Wong Ting Chung, Mr. Wong Wai Wing, Raymond and Mr. Wong Ting Chun and the uncle of Mr. Wong Wai Yue, all of them are executive Director.

Mr. Wong has renewed his service contract with the Company for a fixed term of three years with effect from 13 April 2019 and he is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles, provided that either party may terminate the service contract by three months' notice. Mr. Wong is entitled to a director's fee of HK\$120,000 per annum under his service contract with the Company subject to authorisation given by Shareholders in general meeting. For the year ended 31 March 2019, Mr. Wong received a total emolument of HK\$1,474,000. His emolument included director's fee, salaries, allowances, benefits in kind, pension scheme contributions and share options. His emolument is determined by the Board having regard to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Wong has beneficial interest in 1,500,000,000 Shares within the meaning of Part XV of the SFO.

Ms. Fan Chiu Fun, Fanny (范椒芬), *GBM, GBS, JP*, aged 66, has been our Director since 29 January 2016. She is a member of the executive council of the government of Hong Kong Special Administrative Region and a special adviser to the China-US Exchange Foundation. Ms. Fan joined the board of CLP Holdings Limited (stock code: 0002), as an independent non-executive director in August 2011 and resigned in April 2012. She rejoined the board of CLP Holdings Limited in August 2012. Ms. Fan also joined China Unicom (Hong Kong) Limited (stock code: 0762), as independent non-executive director in November 2012. Ms. Fan has also been the independent non-executive director of DTXS Silk Road Investment Holdings Company Limited (formerly known as UDL Holdings Limited) (stock code: 0620) from December 2015 to May 2019 and Minmetals Land Limited (stock code: 0230) since April 2018. Prior to her retirement from the civil service in 2007, Ms. Fan was the Commissioner of the Hong Kong Independent Commission Against Corruption. During her 30 years working experience in the government departments, Ms. Fan has held various positions in the

government of Hong Kong Special Administrative Region, including the director of the office of chief executive designate, the Commissioner for Transport of the Transport Department of Hong Kong, the secretary and permanent secretary of Education and Manpower Bureau of Hong Kong. Ms. Fan graduated from the University of Hong Kong with a bachelor's degree in science in 1975. She received a master degree in public administration from Harvard University, US in 1990 and a master degree in education from the Chinese University of Hong Kong in 2005.

Ms. Fan has renewed her letter of appointment with the Company for a fixed term of three years with effect from 13 April 2019 and she is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles, provided that either party may terminate the letter of appointment by three months' notice. Ms. Fan is entitled to a director's fee of HK\$300,000 per annum under her letter of appointment with the Company subject to authorisation given by Shareholders in general meeting. For the year ended 31 March 2019, Ms. Fan received a total emolument of HK\$429,000. Her emolument included director's fee and share options. Her emolument is determined by the Board having regard to her duties and responsibilities.

As at the Latest Practicable Date, Ms. Fan has beneficial interest in 1,500,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed, each of the above Directors:

- (i) does not have any relationship with any Directors, senior management, substantial shareholders or Controlling Shareholders;
- (ii) has not held any directorship in any other listed company in Hong Kong or overseas in the past three years before the Latest Practicable Date; and
- (iii) does not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters relating to the Directors that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders relating to the Directors' re-election.

This Appendix serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide you with the information necessary for your consideration of the Repurchase Mandate to be granted to the Directors.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,279,392,000 Shares.

Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 227,939,200 Shares (representing not more than 10% of the number of issued shares of the Company as at the date of passing the resolution to approve the Repurchase Mandate).

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders that they should have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

A listed company is prohibited from repurchasing its own securities on 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 applicable laws and regulations of the Cayman Islands, any repurchase by the Company may be made out of the profits or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles and subject to the applicable laws and regulations of the Cayman Islands, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorised by the Articles and subject to the provisions of the applicable laws and regulations of the Cayman Islands, out of capital.

On the basis of the current financial position of the Company as disclosed in its annual report for the year ended 31 March 2019 and taking into account the Company's current working capital position, the Directors consider that, if the Repurchase Mandate is exercised in full, it may have a material adverse effect on the Company's working capital and/or gearing position as compared with the financial position of the Company as at 31 March 2019 (being

the date to which the latest audited financial statements of the Company have been made up). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, currently intends to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person has notified the Company that he or she has a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

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 purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as interpreted according to the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with the Takeovers Code.

As at the Latest Practicable Date, Nameson Investments directly held 1,500,000,000 Shares, representing approximately 65.8% in the issued share capital of the Company. Nameson Investments is a wholly-owned subsidiary of Happy Family BVI, which is in turn wholly-owned by East Asia International Trustees Limited. Accordingly, each of Happy Family BVI and East Asia International Trustees Limited is deemed to be interested in 1,500,000,000 Shares held by Nameson Investments, representing approximately 65.8% in the issued share capital of the Company.

In addition, Mr. Wong Ting Chung, Mr. Wong Wai Wing, Raymond, Mr. Wong Ting Chun and Mr. Wong Ting Kau who are beneficiaries of the Happy Family Trust, a trust established by Mr. Wong Ting Chung as the settlor with East Asia International Trustees Limited as the trustee, they are deemed to be interest in 1,500,000,000 Shares held by Nameson Investments, representing approximately 65.8% in the issued share capital of the Company as at the Latest Practicable Date.

Moreover, Mr. Wong Ting Chung is the beneficial owner of 200,000,000 Shares. Therefore, the aggregate number of shares directly and indirectly held by him is 1,700,000,000 Shares, representing approximately 74.6% in the issued share capital of the Company as at the Latest Practicable Date.

In the event that the Directors exercise in full the Repurchase Mandate and assuming there is no other change in the issued share capital of the Company and the number of Shares held by Mr. Wong Ting Chung, the interest of Mr. Wong Ting Chung in the issued share capital of the Company would be increased to approximately 82.9% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent which would trigger the obligations under the Takeovers Code or result in less than 25% of the Shares being held by the public. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any purchases made under the Repurchase Mandate.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange in each of the last twelve months immediately prior to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2018		
July	1.47	0.95
August	1.36	0.97
September	1.11	0.96
October	1.07	0.69
November	0.87	0.67
December	0.75	0.60
2019		
January	0.70	0.60
February	0.90	0.66
March	0.81	0.68
April	0.82	0.69
May	0.69	0.52
June	0.59	0.53
July (up to the Latest Practicable Date)	0.56	0.48

No repurchase of Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



南旋控股有限公司
NAMESON HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1982)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Nameson Holdings Limited (the “**Company**”) will be held at Lion Rock, 6/F, Sha Tin Clubhouse, Sha Tin, New Territories, Hong Kong on Friday, 23 August 2019 at 10:30 a.m. (the “**Annual General Meeting**”) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 March 2019.
2.
 - (a) To re-elect Mr. Wong Wai Yue as an executive director of the Company;
 - (b) To re-elect Mr. Wong Ting Chun as an executive director of the Company;
 - (c) To re-elect Mr. Tam Wai Hung, David as a non-executive director of the Company;
 - (d) To re-elect Mr. Wong Ting Kau as a non-executive director of the Company; and
 - (e) To re-elect Ms. Fan Chiu Fun, Fanny as an independent non-executive director of the Company.
3. To authorise the board of directors (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”).
4. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider, and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

(1) “**THAT:**

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), 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 additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares or such securities of the Company, and to make or grant offers, agreements, options and rights of exchange or conversion 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 be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion 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 or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrant or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iii) the exercise of any options under any share option scheme or similar arrangement for the time being adopted for the grant or issue of shares or right to acquire shares of the Company; or (iv) the exercise of any rights under the bonds, warrants and debentures convertible into shares of the Company, shall not exceed 20 per cent of the number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 applicable law or the articles of association of the Company to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- iii. the date of revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares of the Company (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 in any territory outside Hong Kong).”

(2) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase its own fully paid up issued shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with the laws of the Cayman Islands and all applicable laws and/or the Listing Rules or the rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares of the Company to be repurchased by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the number of shares of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- i. the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- ii. the expiration of the period within which the next annual general meeting of the Company is required by applicable law or the articles of association of the Company to be held; or
- iii. the date of revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(3) “**THAT:**

conditional upon the passing of Ordinary Resolutions Nos. 5(1) and 5(2) as set out in the notice convening this meeting, the general unconditional mandate granted to the Directors pursuant to Ordinary Resolution No. 5(1) as set out in the notice convening this meeting be extended by the addition to the aggregate number of shares the Company which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares repurchased by the Company pursuant to the authority to repurchase shares granted pursuant to Ordinary Resolution No. 5(2) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the number of shares of the Company in issue as at the date of passing of this resolution.”

By order of the Board of
Nameson Holdings Limited
Mr. Wong Ting Chung *BBS, JP*
Chairman

Hong Kong, 25 July 2019

Notes:

1. Ordinary resolution numbered 5(3) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 5(1) and 5(2) are passed by the shareholders.
2. For the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 20 August 2019 to Friday, 23 August 2019, both days inclusive. During such period, no transfer of the Company’s shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 19 August 2019.
3. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. To be effective, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

5. In accordance with Article 84(1) of the Company's articles of association, Mr. Wong Wai Yue, Mr. Wong Ting Chun, Mr. Tam Wai Hung, David, Mr. Wong Ting Kau and Ms. Fan Chiu Fun, Fanny will retire as Directors by rotation and being eligible, offer themselves for re-election at the Annual General Meeting. Particulars of the said retiring Directors are set out in the Appendix I to the circular to the shareholders of the Company dated 25 July 2019.
6. If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 7:30 a.m. on the date of the Annual General Meeting of the Company, the meeting will be postponed. The Company will post an announcement on its website (www.namesonholdings.com) and designated website of the Stock Exchange (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.