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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, you should consult your 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 Yun Lee Marine Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Yun Lee Marine Group Holdings Limited****潤利海事集團控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 2682)**

**NOTICE OF 2019 ANNUAL GENERAL MEETING;  
PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE BY THE COMPANY OF ITS OWN SHARES  
AND ALLOT AND ISSUE NEW SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
AND CLOSURE OF REGISTER OF MEMBERS**

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A notice convening the 2019 annual general meeting of Yun Lee Marine Group Holdings Limited to be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 28 August 2019 at 11:00 a.m. is set out on pages 3 to 6 of this circular. A proxy form for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company 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 holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending, and voting in person at, the annual general meeting or any adjournment thereof should you so wish.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Level 22, Nexxus Building, 41 Connanght Road Central, Hong Kong on Wednesday, 28 August 2019 at 11:00 a.m., the notice of which is set out on pages 3 to 6 of this circular
“Articles”	the articles of association of the Company adopted pursuant to the written resolutions passed by the Shareholders of the Company on 20 September 2018 and as amended from time to time
“Board”	the board of Directors of the Company
“close associate(s)”	has the meaning ascribed to this term in the Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Yun Lee Marine Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to this term in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	18 March 2019, the date on which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Repurchase Mandate”	the general unconditional repurchase mandate proposed to be granted to the Directors to repurchase Shares up to 10% of the issued Shares as at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company by written resolutions of the Shareholders on 20 September 2018
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **Yun Lee Marine Group Holdings Limited** **潤利海事集團控股有限公司**

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

**(Stock Code: 2682)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Yun Lee Marine Group Holdings Limited (the “Company”) will be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 28 August 2019 at 11:00 a.m. to consider and, if thought fit, pass the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and the auditors of the Company for the year ended 31st March 2019;
2.
  - (a) To re-elect Mr. Wen Tsz Kit Bondy as executive Director;
  - (b) To re-elect Ms. Chan Sau Ling Amy as executive Director;
  - (c) To re-elect Mr. Liu Hon Por Francis as independent non-executive Director;
  - (d) To re-elect Mr. Wu Tai Cheung as independent non-executive Director;
  - (e) To re-elect Mr. Fu Bradley as independent non-executive Director;
3. To authorise the board of Directors (the “Board”) to determine the Directors’ remuneration;
4. To re-appoint Deloitte Touche Tohmatsu as the Company’s auditors and to authorise the Board to determine their remuneration;
5. To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

**(A) “THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter

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## NOTICE OF ANNUAL GENERAL MEETING

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defined) of all the powers of the Company to allot, issue and deal with share(s) (the “Share(s)”) of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options(including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees (including executive Directors) of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of the Company, shall not exceed the aggregate of (i) 20 per cent. of the number of Shares in issue on the date of passing this resolution and (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of Shares in issue on the date of the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and “Rights Issue” means an offer of shares or issue of options to subscribe for shares of the Company open for a period fixed by the Directors to

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## NOTICE OF ANNUAL GENERAL MEETING

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holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 applicable to the Company).”

**(B) “THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase securities of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the number of Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the Shares in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

- (C) **“THAT** conditional upon resolutions no. 5(A) and 5(B) as set out in the notice convening this meeting being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued shares pursuant to Resolution No. 5(A) as set out in the notice convening this meeting be and is hereby extended by the addition to the number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number representing the aggregate number of Shares of the Company

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## NOTICE OF ANNUAL GENERAL MEETING

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repurchased by the Company under the authority granted pursuant to resolution No. 5(B) as set out in the notice convening this meeting, provided that such extended number of Shares shall not exceed 10% of the Shares in issue as at the date of passing this resolution.”

By order of the Board  
**Yun Lee Marine Group Holdings Limited**  
**Wen Tsz Kit Bondy**  
*Chairman and executive Director*

Hong Kong, 30 July 2019

*Notes:*

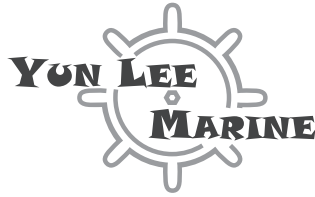
1. A member entitled to attend and vote at the annual general meeting by the above notice is entitled to appoint one or more proxy to attend and subject to the provisions of the Articles of the Company, to vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the annual general meeting (i.e. 11:00 a.m. on Monday, 26 August 2019 (Hong Kong Time)) or any adjournment thereof.
3. The register of members of the Company will be closed from Friday, 23 August 2019 to Wednesday, 28th 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 annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4.00 p.m. on Thursday, 22 August 2019.
4. An explanatory statement regarding resolution Nos. 5(A), 5(B) and 5(C) above containing the information necessary to enable shareholders to make an informed decision as to whether to vote for or against the resolutions will be set out in the relevant sections of the circular dated 30 July 2019.
5. Under the Company's Articles, all Directors will retire from their office of Directors upon conclusion of the annual general meeting and being eligible offer themselves for re-election.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at [www.yunlee.com.hk](http://www.yunlee.com.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.



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LETTER FROM THE BOARD

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**Yun Lee Marine Group Holdings Limited**

**潤利海事集團控股有限公司**

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

**(Stock Code: 2682)**

*Executive Directors:*

Mr. Wen Tsz Kit Bondy

Ms. Chan Sau Ling Amy

*Registered Office:*

89 Nexus Way, Camana Bay

Grand Cayman, KY1-9009

Cayman Islands

*Independent Non-executive Directors:*

Mr. Liu Hon Por Francis

Mr. Wu Tai Cheung

Mr. Fu Bradley

*Headquarter, head office and*

*principal place of business in Hong Kong:*

Flat D, 31/F., Billion Plaza II

10 Cheung Yue Street

Cheung Sha Wan

Kowloon

Hong Kong

30 July 2019

*To the Shareholders*

Dear Sir or Madam,

**NOTICE OF 2019 ANNUAL GENERAL MEETING;  
PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE BY THE COMPANY OF ITS OWN SHARES  
AND ALLOT AND ISSUE NEW SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
AND CLOSURE OF REGISTER OF MEMBERS**

**INTRODUCTION**

The purpose of this circular is to give you information regarding the ordinary resolutions to repurchase Shares, to allot and issue new Shares, the re-election of Directors, and to seek your approval of the resolutions in relation thereto to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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Three respective ordinary resolutions will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company (i) to make repurchases on the Stock Exchange of the Company's fully paid up Shares representing up to a maximum of 10% of the existing issued share capital of the Company (ii) to allot and issue new Shares up to 20% of the issued share capital of the Company, and (iii) to increase the number of Shares which the Directors may issue under the general mandate by the number of Shares repurchased under the Repurchase Mandate. Five ordinary resolutions will also be proposed at the Annual General Meeting to re-elect the retired Directors.

Under the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is prepared for such purpose.

### **EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

The explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the proposed grant of the Repurchase Mandate is set out below:

### **LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by its memorandum of association and Articles, the Companies Ordinance and the Companies Law to repurchase its own Shares.

#### **(a) Shareholders' approval**

The Listing Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval with reference to a specific transaction.

#### **(b) Source of funds**

Repurchases must be funded out of funds which are legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Ordinance and the Companies Law. Any repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Ordinance, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the Company or out of the share premium account of the Company, if authorised by the Articles and subject to the Companies Ordinance.

#### **(c) Maximum number of Shares to be purchased and subsequent issues**

A maximum of 10% of the Shares in issue at the date of passing the relevant resolution at the Annual General Meeting may be repurchased by the Company on the Stock Exchange.

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## LETTER FROM THE BOARD

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### **GENERAL MANDATES TO BE GRANTED TO DIRECTORS TO MAKE ON-MARKET REPURCHASES OF SHARES AND TO ALLOT AND ISSUE NEW SHARES**

The general mandate previously granted to the Directors to repurchase Shares by written resolutions of the Shareholders passed on 20 September 2018 and the general mandate previously granted to the Directors to allot, issue and deal with Shares by written resolutions of the Shareholders passed on 20 September 2018 will lapse at the conclusion of the Annual General Meeting. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of the general mandate and the Repurchase Mandate as provided under resolutions 5(A) to 5(C) in the notice of the Annual General Meeting.

Ordinary resolution 5(A) contained in the notice of the Annual General Meeting relates to the granting of a general mandate to the Directors to allot and issue new Shares up to a maximum of 20% of the number of Shares in issue at the date of passing of the resolution. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (d) of the ordinary resolution 5(A). In addition, subject to the approval by the Shareholders of the ordinary resolution 5(C) contained in the notice of the Annual General Meeting, the number of Shares purchased by the Company under the Repurchase Mandate will also be added to the 20% general mandate as mentioned above. The Directors have no immediate plan to allot and issue any new Shares other than such Shares which may fall to be issued upon the exercise of any options granted under the Share Option Scheme.

Ordinary resolution 5(B) contained in the notice of the Annual General Meeting relates to the granting of a buy back mandate to the Directors to repurchase, on the Stock Exchange, Shares of the Company up to a maximum of 10% of the number of Shares in issue as at the date of the passing of the resolution. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (c) of ordinary resolution 5(B).

Ordinary resolution 5(C) contained in the notice of the Annual General Meeting relates to the extension of the general mandate to be granted to the Directors to allot and issue new Shares during the relevant period by adding to it the number of Shares (if any) purchased under the Repurchase Mandate. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (d) of ordinary resolution 5(A).

### **REASONS FOR SHARE REPURCHASES**

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Repurchase Mandate would be in the best interests of the Company and its Shareholders. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their attributable percentage interest in the Shares of the Company would increase in proportion to the number of Shares repurchased by the Company. The Shares repurchased by the Company under the Repurchase Mandate shall be cancelled automatically. The Directors will only make such repurchases in circumstances where they consider to be beneficial to the Company and its Shareholders.

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## LETTER FROM THE BOARD

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### SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of ordinary resolution 5(B), the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 100,000,000 Shares, i.e. 10% of the total issued Shares as at the date of passing of the resolution, on the basis that no Shares would be issued or repurchased prior to the date of the Annual General Meeting.

Subject to the passing of ordinary resolution 5(A), the Company would be allowed under the mandate to issue a maximum of 200,000,000 Shares, i.e. 20% of the total issued Shares as at the date of passing of the resolution, on the basis that no Shares would be issued or repurchased prior to the date of the Annual General Meeting.

### FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed from the Company's internal resources or working capital facilities.

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

Taking into account the current working capital position of the Company, there maybe a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent that would have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during the period from the Listing Date and up to the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
2019		
March (from the Listing Date)	0.385	0.270
April	0.310	0.260
May	0.275	0.224
June	0.224	0.186
July (up to and including the Latest Practicable Date)	0.219	0.181

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## LETTER FROM THE BOARD

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### DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, and on the date assuming that the Repurchase Mandate had been exercised in full, Kitling Investments (BVI) Limited, Mr. Wen Tsz Kit Bondy and Ms. Chan Sau Ling Amy are as follows:

Name		Number of Shares	Current	Percentage of
			percentage of	total number of
			total number of	Shares (assuming
			Shares	the Repurchase
				Mandate is
				exercised in full)
Kitling Investments (BVI)				
Limited	<i>Note</i>	628,858,750	62.89%	69.87%
Wen Tsz Kit Bondy		628,858,750	62.89%	69.87%
Chan Sau Ling Amy		628,858,750	62.89%	69.87%

*Note:*

The entire issued share capital of Kitling Investments (BVI) Limited is beneficially owned by Mr. Wen Tsz Kit Bondy and Ms. Chan Sau Ling Amy as to 70% and 30% respectively.

On the basis of the current shareholding held by the Parties, if the Repurchase Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged up to the date of the forthcoming Annual General Meeting), the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

The Directors do not propose or intend to repurchase Shares which could result in less than the prescribed minimum percentage of Shares held in public hands (i.e. 25%). The Stock Exchange has stated that if less than 25% of the total number of Shares in issue are held in the public hands, or if the Stock Exchange believes that a false market exists or may exist in the trading of the Shares or that there are insufficient Shares held in the public hands to maintain an orderly market, it will consider exercising its discretion to suspend the dealing in the Shares.

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## LETTER FROM THE BOARD

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None of the Directors, to the best of their knowledge having made all reasonable enquiries, or any of their respective close associates, presently intends to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, nor they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

### SHARES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of the Shares during the period from the Listing Date up to and including the Latest Practicable Date.

### ACTIONS TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. 11:00 a.m. on Monday, 26 August 2019 (Hong Kong Time)) or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting.

### RE-ELECTION OF DIRECTORS

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

#### Executive Directors

**Mr. Wen Tsz Kit Bondy**, aged 51, an executive Director, the Chairman of the Board, the chief executive officer of the Company and one of the Controlling Shareholders. He is the co-founder of the Group. He is also a Director of various subsidiaries of the Group.

Mr. Wen has over 20 years of experience in the maritime services industry in Hong Kong. Mr. Wen founded Yun Lee Tug Boat Company Limited, being the subsidiary of the Group with the longest operating history, with his father in November 1994 and has been responsible for the overall management of the Group's operations and business development since then.

Mr. Wen has been a Committee member of The Chinese People's Political Consultative Conference Tenth Beihai Committee since September 2016. He has been a member (Launch & Excursion Vessels' Operations) of The Local Vessels Advisory Committee of the Marine Department since December 2016. He has been the President of Hong Kong & Kowloon Motor Boats & Tug Boats Association Limited since August 2017.

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## LETTER FROM THE BOARD

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Mr. Wen has entered into a service agreement with the Company for a term of three years commencing from the Listing Date unless terminated by either party with one month's written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles.

Mr. Wen is the spouse of Ms. Chan Sau Ling Amy, an executive Director of the Company. Mr. Wen is the son of cousin of Mr. Chow Wai Ming, a senior manager of the Group.

As at the Latest Practicable Date, Mr. Wen and his wife, Ms. Chan Sau Ling own 100% of the issued share capital of Kitling Investments (BVI) Limited, which in turn, owns 628,858,750 Shares, representing approximately 62.89% of the issued share capital of the Company. For the purpose of Part XV of the SFO, Mr. Wen is deemed to be interested in the Shares held by Kitling Investments (BVI) Limited.

Mr. Wen is entitled to a director's fee of HK\$2,160,000 per annum and certain benefits and discretionary bonus which are determined by the Remuneration Committee of the Board from time to time having regard to the performance of the Company, the duties and responsibilities concerned and the prevailing market conditions.

Save as disclosed above, there is no other information relating to Mr. Wen to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders of the Company.

**Ms. Chan Sau Ling Amy**, aged 48, an executive Director. Ms. Chan was appointed as a Director on 7 March 2018 and was re-designated as an executive Director on 7 March 2018. She is also a Director of various subsidiaries of the Group.

Ms. Chan has over 20 years of experience in the maritime services industry in Hong Kong. She obtained a national diploma in hotel, catering and institutional operations issued by Tresham College in the United Kingdom in June 1992. Ms. Chan joined the Group in April 1995 and has been responsible for the overall management of the Group's finance and administrative matters since then.

Ms. Chan has entered into a service agreement with the Company for a term of three years commencing from the Listing Date unless terminated by either party with one month's written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles.

Ms. Chan is the spouse of Mr. Wen Tsz Kit Bondy.

As at the Latest Practicable Date, Ms. Chan and her husband, Mr. Wen Tsz Kit Bondy own 100% of the issued share capital of Kitling Investments (BVI) Limited, which in turn, owns 628,858,750 Shares, representing approximately 62.89% of the issued share capital of the Company. For the purpose of Part XV of the SFO, Ms. Chan is deemed to be interested in the Shares held by Kitling Investments (BVI) Limited.

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## LETTER FROM THE BOARD

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Ms. Chan is entitled to a director's fee of HK\$1,920,000 per annum and certain benefits and discretionary bonus which are determined by the Remuneration Committee of the Board from time to time having regard to the performance of the Company, the duties and responsibilities concerned and the prevailing market conditions.

Save as disclosed above, there is no other information relating to Ms. Chan to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders of the Company.

### **Independent non-executive Directors**

**Mr. Liu Hon Por Francis**, aged 65, an independent non-executive Director, the Chairman of the Nomination Committee of the Company, a member of the Audit Committee and the Remuneration Committee of the Company. He is primarily responsible for providing independent judgment on the Group's strategy, performance, resources and standard of conduct.

Mr. Liu has over 27 years of experience in the marine industry in Hong Kong. He obtained a Certificate for Navigating Officer Cadets from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in November 1974 and a Master of Business Administration (M.B.A.) from the University of Ottawa in Canada in May 1997. Mr. Liu joined the Marine Department as a marine officer in April 1986. He was promoted to principal marine officer in November 1996, to assistant director of marine in June 2004 and to deputy director of marine in February 2008.

Mr. Liu has entered into a service agreement with the Company for a term of three years commencing from the Listing Date unless terminated by either party with one month's written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles.

Mr. Liu does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Liu does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Liu is entitled to a director's fee of HK\$240,000 per annum which is determined by the Remuneration Committee of the Board from time to time having regard to the duties and responsibilities concerned.

Save as disclosed above, there is no other information relating to Mr. Liu to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders of the Company.

**Mr. Wu Tai Cheung**, aged 61, an independent non-executive Director, the Chairman of the Audit Committee of the Company, a member of the Nomination Committee and the Remuneration Committee of the Company. He is primarily responsible for providing independent judgment on the Group's strategy, performance, resources and standard of conduct.



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## LETTER FROM THE BOARD

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Mr. Wu has over 35 years of experience in accounting and corporate finance. He obtained a Bachelor of Arts in Accountancy from Bolton Institute of Higher Education (currently known as the University of Bolton) in the United Kingdom in October 2002 and a Master of Business Administration from The University of Newcastle in Australia in December 2004. Mr. Wu has been (i) a Member and a Fellow of The Association of Chartered Certified Accountants since December 2002 and December 2007, respectively; (ii) an Associate of the Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants) since October 2003; (iii) an Associate of The Taxation Institute of Hong Kong since November 2003; (iv) an Associate of The Hong Kong Institute of Chartered Secretaries since October 2008; and (v) an Associate of The Institute of Chartered Secretaries and Administrators since October 2008. He was the independent non-executive Director of Munsun Capital Group Limited (stock code: 1194) for the period from October 2016 to March 2019, the shares of which are listed on the Main Board of the Stock Exchange and the Chief financial officer and company secretary of Yee Hop Holdings Limited (stock code: 1662), the shares of which are listed on the Main Board of the Stock Exchange

Mr. Wu has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date unless terminated by either party with one month's written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles.

Mr. Wu does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Wu does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Wu is entitled to a director's fee of HK\$240,000 per annum which is determined by the Remuneration Committee of the Board from time to time having regard to the duties and responsibilities concerned.

Save as disclosed above, there is no other information relating to Mr. Wu to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders of the Company.

**Mr. Fu Bradley**, aged 34, an independent non-executive Director, the Chairman of the Remuneration Committee of the Company, a member of the Audit Committee and Nomination Committee of the Company. He is primarily responsible for providing independent judgment on the Group's strategy, performance, resources and standard of conduct.

Mr. Fu has over 12 years of experience in real estate private equity and corporate finance. He obtained a Bachelor of Science from the Leonard N. Stern School of Business at the New York University in the United States in May 2006. Mr. Fu is currently the Head of Acquisitions, Private Real Estate Equity — Asia Pacific at Heitman International HK Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) of the regulated activities under the SFO. Mr. Fu has been a member of the Urban Land Institute since June 2013.

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## LETTER FROM THE BOARD

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Mr. Fu has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date unless terminated by either party with one month's written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles.

Mr. Fu does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Fu does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Fu is entitled to a director's fee of HK\$240,000 per annum which is determined by the Remuneration Committee of the Board from time to time having regard to the duties and responsibilities concerned.

Save as disclosed above, there is no other information relating to Mr. Fu to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders of the Company.

### ANNUAL GENERAL MEETING

A notice of the Annual General Meeting which will be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 28 August 2019 at 11:00 a.m. is set out on pages 3 to 6 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete this form of proxy and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon no later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. 11:00 a.m. on Monday, 26 August 2019 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

The resolution proposed to be approved at the Annual General Meeting will be taken by poll and an announcement on the results of the Annual General Meeting will be made by the Company following the Annual General Meeting.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 23 August 2019 to Wednesday, 28 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 annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4.00 p.m. on Thursday, 22 August 2019.

### RECOMMENDATION

The Directors believe that the general mandate to issue Shares and the Repurchase Mandate are beneficial to the Company and the Shareholders as a whole and accordingly recommend that all Shareholders should vote in favour of ordinary resolutions 5(A), 5(B) and 5(C) to be proposed at the Annual General Meeting.

The ordinary resolutions in relation to the re-election of Directors are proposed for the purpose of complying with the Articles and the Listing Rules respectively. Accordingly, the Directors recommend Shareholders to vote in favor of the above ordinary resolutions

### 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.

Yours faithfully,  
By order of the Board  
**Yun Lee Marine Group Holdings Limited**  
**Wen Tsz Kit Bondy**  
*Chairman and executive Director*