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If you are in doubt as to any aspect about this supplemental circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **Wealthy Way Group Limited** (the “**Company**”), you should at once hand this supplemental circular and the revised form of proxy enclosed herein 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 transferee.

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WEALTHY WAY

Wealthy Way Group Limited

富道集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3848)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO
SHAREHOLDERS DATED 12 NOVEMBER 2019
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 12 November 2019 (the “**Circular**”) in relation to, among other things, the proposed specific mandate to be granted to issue Shares under the Share Award Scheme.

A revised notice convening the Postponed EGM to be held at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 30 December 2019 at 4:30 p.m. is set out in this supplemental circular. A revised form of proxy (the “**Revised Form of Proxy**”) for use by the Shareholders at the Postponed EGM is enclosed. Whether or not you intend to attend and/or vote at the Postponed EGM in person, you are requested to complete the Revised Form of Proxy enclosed in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office 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 practicable but in any event not later than forty-eight (48) hours before the time appointed for holding the Postponed EGM or any adjourned meeting thereof (as the case may be). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the Postponed EGM or any adjourned meeting thereof (as the case may be) should you so desire and in such case, the Revised Form of Proxy shall be deemed to be revoked.

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DEFINITIONS

Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meaning as those defined in the Circular; and unless the context otherwise requires, the following expressions have the following meanings (amending or supplementing the same expression in the Circular):

“Awarded Share(s)”	the Share(s) awarded to a Selected Employee pursuant to an Award
“Employee”	any employee (including without limitation any of the executive directors and officers) of the Company or of any Subsidiary
“Excluded Employee”	any Employee who is resident in a place where the settlement of the Reference Amount and the award of the Awarded Shares and/or the award of the Returned Shares and/or the vesting and transfer of Shares pursuant to the terms of the Share Award Scheme is not permitted under the laws and regulations of such place or where in the view of the Board or the Trustee (as the case may be) compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such Employee
“Latest Practical Date”	5 December 2019, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
“Reference Awarded Sums”	the amounts, as determined by the Board from time to time pursuant to the terms of the Share Award Scheme to be applied for the purchase, subscription and/or allocation of Awarded Shares in respect of the Selected Employee(s) and “Reference Awarded Sum” means any such sum in respect of a Selected Employee
“Returned Shares”	such Awarded Shares and their related income which have failed to vest in accordance with the terms of the Share Award Scheme, or were forfeited in accordance with the terms of the Share Award Scheme, or such Shares which are deemed to be Returned Shares, or related income of any Returned Shares
“Selected Employee(s)”	Employee(s) selected by the Board pursuant to the rules of the Share Award Scheme and Employee(s) selected by the Trustee after having taken into consideration recommendations of the Board pursuant to the rules of the Share Award Scheme for participation in the Share Award Scheme

DEFINITIONS

“Share Award Mandate”	the general mandate and/or specific mandate granted or to be granted by the Shareholders at general meetings from time to time to the Directors to exercise the power of the Company to allot, issue and deal with new Shares and in the case of the Specific Mandate, for the purpose of the Share Award Scheme
“Specific Mandate”	the specific mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares up to 3% at the date of passing of the relevant resolution at the number of Shares in issue as of the Postponed EGM, for the purpose of satisfying Awards made during the Relevant Period as specified in the Revised EGM Notice, to be granted under the Share Award Scheme



WEALTHY WAY

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Executive Directors:

Mr. LO Wai Ho (*Chairman*)

Ms. CHAN Shuk Kwan Winnie

Non-executive Director:

Mr. XIE Weiquan

Independent Non-executive Directors:

Mr. HA Tak Kong

Mr. IP Chi Wai

Registered office:

P.O. Box 1350,
Clinton House,
75 Fort Street,
Grand Cayman KY1-1108,
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Room 02, 34/F,
China Resources Building,
26 Harbour Road, Wanchai,
Hong Kong

9 December 2019

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO
SHAREHOLDERS DATED 12 NOVEMBER 2019
RELATING TO THE PROPOSED SPECIFIC MANDATE TO BE GRANTED TO
ISSUE SHARES UNDER THE SHARE AWARD SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

(1) INTRODUCTION

This supplemental circular should be read together with the Circular in relation to, among other things, the proposed Specific Mandate to be granted to issue Shares under the Share Award Scheme. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular, provided that each mention of Selected Person(s) in the Circular should be substituted with Selected Employee(s).

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In order to allow time for the Shareholders to consider the amended proposed ordinary resolutions, the EGM originally scheduled to be held on Friday, 29 November 2019 at 4:30 p.m. as set out in the Circular, the EGM Notice and the proxy form (the “**First Form of Proxy**”) will be postponed to 4:30 p.m., on Monday, 30 December 2019 (the “**Postponed EGM**”). The venue of the Postponed EGM remains unchanged at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

The purpose of this supplemental circular is to provide you with information in respect of the arrangement of the Postponed EGM and the revised resolutions to be proposed at the Postponed EGM to approve the refreshment of the Scheme Mandate Limit for the Share Option Scheme and the granting to the Directors of the Specific Mandate to issue new Shares under the Share Award Scheme; and to provide Shareholders with the revised notice of the Postponed EGM (the “**Revised EGM Notice**”) and the Revised Form of Proxy.

(2) PROPOSED SPECIFIC MANDATE TO BE GRANTED TO ISSUE SHARES UNDER THE SHARE AWARD SCHEME

Background of the Share Award Scheme

The Share Award Scheme was adopted by the Company on 7 November 2019 pursuant to which existing Shares may be purchased by the Trustee from the market or new Shares may be subscribed for out of cash contributed by the Group and be held on trust by the Trustee for the relevant Selected Employees until such Shares are vested with the relevant Selected Employees in accordance with the rules of the Share Award Scheme. The Share Award Scheme is effective for a term of 10 years from 7 November 2019 subject to the occurrence of terminating events as set out in the rules of the Share Award Scheme.

Principal terms and details of the Share Award Scheme were disclosed in the announcement dated 7 November 2019 and the clarification announcement dated 3 December 2019.

Proposed Specific Mandate to issue new Shares

Under the Share Award Scheme, among others, unless otherwise approved by the Shareholders and subject to adjustment in the event of consolidation or subdivision of Shares, the aggregate number of Shares to be granted as Awarded Shares shall not exceed 10% of the total number of issued Shares of the Company from time to time. The total number of Shares which may be issued under the Share Award Scheme in a financial year of the Company shall not exceed 3% of the total issued share capital of the Company from time to time. As at the Latest Practicable Date, no Award has been granted by the Company under the Share Award Scheme.

At the Postponed EGM, an ordinary resolution will be proposed for the approval by the Shareholders of the Specific Mandate to be granted to the Directors for the allotment and issue of new Shares as Awarded Shares under the Share Award Scheme not exceeding 3% of the

LETTER FROM THE BOARD

number of Shares in issue as at the date of passing of the relevant resolution at the Postponed EGM and such Specific Mandate shall lapse at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) the revocation or variation of the authority given under such resolution by an ordinary resolution of the Shareholders in a general meeting. Subject to the approval by the Shareholders of the Specific Mandate by way of poll at the Postponed EGM, application will be made to the Stock Exchange for the listing of and permission to deal in the Shares that may be allotted and issued as Awarded Shares under the Specific Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 155,523,000. On the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and up to the date of the Postponed EGM, and subject to the passing of the resolutions approving the granting of the Specific Mandate and the Stock Exchange granting approval of the listing of, and permission to deal in, such Shares to be allotted and issued pursuant to the Specific Mandate and all applicable laws and regulations, the maximum number of new Shares which may be allotted and issued in a financial year as Awarded Shares under the Share Award Scheme as approved by the Specific Mandate is 4,665,690 Shares.

If the Specific Mandate is approved by the Shareholders at the Postponed EGM, the Company intends to first utilise the Specific Mandate, before any available general mandate, to grant Awards under the Share Award Scheme. Should the Specific Mandate become exhausted or expired, the Company may then consider to grant Awards under any available general mandate, subject always to the rules of the Share Award Scheme. As at the Latest Practicable Date, the Company has no present intention to, or any negotiation of, issue any of the Shares under the Specific Mandate. The Company will make further announcement as soon as practicable after the grant of Awards under the Share Award Scheme in respect of any grant which involves the allotment and issue of new Shares under the Specific Mandate (whether to connected persons or non-connected persons) and will comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or independent Shareholders' approval requirements under Chapter 14A of the Listing Rules, unless otherwise exempted under the Listing Rules.

As at the Latest Practicable Date, none of the Shareholder is a beneficiary under the Share Award Scheme, and no Shareholder is required to abstain from voting on the ordinary resolutions for approving the Specific Mandate.

Financial impact on the Company

Analysis of the estimated fair value of the Shares to be issued

The estimated fair value of all Awarded Shares which can be allotted and issued under the Share Award Scheme is approximately HK\$30.47 million, based on the closing price of the Shares as quoted on the Stock Exchange as at the Latest Practicable Date.

LETTER FROM THE BOARD

Impact of staff costs on the Company

Under the accounting policies of the Company, the fair value of services provided by the Selected Employee in exchange of the grant of Awarded Shares under the Share Award Scheme is determined by reference to the fair value of the Awarded Shares granted to the Selected Employee and is recognised as staff costs in the profit or loss on a straight-line basis over the vesting period with a corresponding increase in equity (share-based compensation reserve). From time to time, the Group will determine the expenses relating to the Awarded Shares based on the best estimated number of the Awarded Shares that could eventually meet the vesting conditions. Assuming all Awarded Shares under the Specific Mandate are granted and vested, the total staff costs to be expensed in the profit or loss will be approximately HK\$30.47 million, based on the closing price of the Shares as quoted on the Stock Exchange as at the Latest Practicable Date.

Impact on the shareholding structure of the Company

The table below illustrates the shareholding structure of the Company (i) as at the Latest Practicable Date and (ii) immediately after exercise of the Specific Mandate in full, assuming that (a) all Awards granted under the Share Award Scheme will be satisfied by the allotment and issue of new Shares by the Company and (b) there are no changes to the number of Shares in issue other than changes as a result of the exercise of the Specific Mandate:

	Shareholdings as at the Latest Practicable Date		Shareholding immediately upon the exercise of the Specific Mandate in full (Note 3)	
	Number of issued Shares held	Approximate percentage of shareholding (%)	Number of issued Shares held	Approximate percentage of shareholding (%)
Wealthy Rise Investment Limited (Note 1)	101,974,000	65.6	101,974,000	63.7
Mr. Xie Weiquan (Note 2)	<u>360,000</u>	<u>0.2</u>	<u>360,000</u>	<u>0.2</u>
<i>Subtotal</i>	102,334,000	65.8	102,334,000	63.9
Public Shareholders	53,189,000	34.2	53,189,000	33.2
Trustee (on trust for the Selected Employees)	<u>—</u>	<u>—</u>	<u>4,665,690</u>	<u>2.9</u>
Total	<u><u>155,523,000</u></u>	<u><u>100</u></u>	<u><u>160,188,690</u></u>	<u><u>100</u></u>

LETTER FROM THE BOARD

Notes:

1. Mr. Lo Wai Ho, our founder, chairman and chief executive officer of the Company and executive Director, is the sole director of Wealthy Rise Investment Limited and owned its entire issued share capital.
2. Mr. Xie Weiquan is a non-executive Director of the Company.
3. Assuming that (i) all the Awards granted under the Share Award Scheme will be satisfied by the allotment and issue of new Shares by the Company and (ii) there is no change to the number of Shares in issue other than changes as a result of the exercise of the Specific Mandate.

(3) CHANGE OF DATE OF THE EGM

The EGM was originally scheduled to be held on Friday, 29 November 2019 at 4:30 p.m. as set out in the Circular, the EGM Notice and the First Form of Proxy which will be postponed to 4:30 p.m. on Monday, 30 December 2019 to consider, and if thought fit, pass the resolutions as set out in the Revised EGM Notice. The venue of the Postponed EGM remains unchanged at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

(4) ARRANGEMENT RELATING TO THE REVISED FORM OF PROXY

Since the notice of the EGM dated 12 November 2019 as set out in the Circular and the First Form of Proxy sent together with the Circular does not contain the revised ordinary resolutions as amended in the Revised EGM Notice set out in this supplemental circular, the Revised Form of Proxy for use at the Postponed EGM has been prepared and is enclosed with this supplemental circular.

Whether or not you are able to attend the Postponed EGM in person, you are requested to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Branch Share Registrar**"), as soon as practicable but in any event not less than forty-eight (48) hours before the time appointed for holding of the Postponed EGM or any adjourned meeting thereof (as the case may be) (the "**Closing Time**"). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the Postponed EGM or any adjourned meeting thereof (as the case may be) should you so desire and in such case, the Revised Form of Proxy shall be deemed to be revoked.

A Shareholder who has not yet lodged the First Form of Proxy with the Branch Share Registrar is requested to lodge the Revised Form of Proxy if he/she/it wishes to appoint proxy(ies) to attend the Postponed EGM on his/her/its behalf. In this case, the First Form of Proxy should not be lodged with the Branch Share Registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the First Form of Proxy with the Branch Share Registrar should note that:

- (i) Any First Form of Proxy lodged with the Branch Share Registrar will now become invalid. The proxy so appointed by the Shareholder will not be entitled to cast his/her/its votes or to abstain from voting at his/her/its discretion on any resolution properly put to the Postponed EGM, including the revised ordinary resolutions as set out in this supplemental circular and the Revised EGM Notice.
- (ii) If the Revised Form of Proxy is lodged with the Branch Share Registrar before the Closing Time, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by the Shareholder.
- (iii) If the Revised Form of Proxy is lodged with the Branch Share Registrar after the Closing Time or if lodged before the Closing Time but is incorrectly completed, the Revised Form of Proxy will be deemed invalid. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy before the Closing Time. If such Shareholders wish to vote at the Postponed EGM, they will have to attend in person and vote at the Postponed EGM themselves.

Shareholders are reminded that completion and delivery of the Revised Form of Proxy will not preclude Shareholders from attending and voting in person at the Postponed EGM if they so wish and in such event, such form(s) of proxy shall be deemed to be revoked.

To the best of the Director's knowledge, information and belief, having made all reasonable enquires, no Shareholders are required to abstain from voting on the resolutions to be proposed at the Postponed EGM to approve, among other things, the Specific Mandate to be granted to issue Shares under the Share Award Scheme.

(5) RECOMMENDATIONS

The Board believes that the resolutions proposed in the Revised EGM Notice are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the Postponed EGM.

LETTER FROM THE BOARD

(6) RESPONSIBILITY OF THE DIRECTORS

This supplemental 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 supplemental 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 supplemental circular misleading.

Yours faithfully,
On behalf of the Board
LO Wai Ho
Chairman and Executive Director



WEALTHY WAY

Wealthy Way Group Limited

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(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3848)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of shareholders of Wealthy Way Group Limited (the “**Company**”) will be held at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 30 December 2019 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) subject to fulfilment of the conditions set out in the share award scheme of the Company (“**Share Award Scheme**”) constituted by the rules adopted by the Board of the Company on 7 November 2019, the allotment and issuance of new shares of the Company up to the maximum number which may be issued under the Share Award Scheme in accordance with all applicable laws and regulations be and is hereby approved; and any one or more of the directors of the Company be and are hereby authorised to grant any Awards (as defined under the Share Award Scheme) under and pursuant to the Share Award Scheme and to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to the implementation of the Share Award Scheme;
- (b) a specific mandate be and is hereby unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue new shares and/or otherwise deal with unissued shares in the Company which may be required to be allotted and issued under the Share Award Scheme pursuant to the terms of the Share Award Scheme (excluding Awards that have lapsed in accordance with the Share Award Scheme) not exceeding three (3) per cent of the number of issued shares of the Company as at the date of this resolution is passed (subject to adjustment in case of any share consolidation or subdivision after this mandate has been approved, provided that the maximum number of new shares of the Company that may be allotted and issued as

REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same); and

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

2. “THAT

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares of the Company issuable upon exercise of the share options to be granted pursuant to authority hereby given, the Board be and is hereby authorised (i) to grant share options under the share option scheme adopted by the Company on 19 June 2017 and became effective on 21 July 2017 (the “**Share Option Scheme**”), to such extent that the total number of shares of the Company which may be issued upon the exercise of such options shall represent up to ten (10) per cent of the aggregate number of shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Share Option Scheme Limit**”); and (ii) the directors of the Company be and are hereby authorised to do such acts and things and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the Refreshed Share Option Scheme Limit and to grant share options up to the Refreshed Share Option Scheme Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options.”

By Order of the Board
Wealthy Way Group Limited
LO Wai Ho
Chairman and Executive Director

Hong Kong, 9 December 2019

REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. All resolutions at the Meeting will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. Where there are joint registered holders of any share of the Company, any one such person may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. The vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. A form of proxy for use at the Meeting is being despatched to the shareholders of the Company together with a copy of this notice.
5. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
6. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time after 12:00 noon on the date of the Meeting, the Meeting will be postponed and the Shareholders will be informed of the date, time and venue of the postponed Meeting by a supplementary notice, posted on the respective websites of the Stock Exchange and the Company.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 12:00 noon on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.

The Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

7. The Shareholders are advised to read the circular and supplemental circular of the Company dated 12 November 2019 and 9 December 2019 which contains information concerning the resolutions to be proposed in the Meeting.
8. References to time and dates in this Notice are to Hong Kong time and dates.

As at the date of this announcement, the Board comprises Mr. LO Wai Ho and Ms. CHAN Shuk Kwan, Winnie as the executive Directors, Mr. XIE Weiquan as the non-executive Director, and Mr. Ha Tak Kong and Mr. Ip Chi Wai as the independent non-executive Directors.